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Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 11
	)	
THE GREAT ATLANTIC & PACIFIC TEA	)	Case No. 10-_____ (___)
COMPANY, INC., <i>et al.</i>	)	
	)	
Debtors.	)	Joint Administration Requested
	)	

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**DECLARATION OF FREDERIC F. BRACE (A) IN SUPPORT OF DEBTORS'  
CHAPTER 11 PETITIONS AND FIRST DAY PLEADINGS AND (B) PURSUANT TO  
LOCAL RULE 1007-2**

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I, Frederic F. Brace, hereby declare under penalty of perjury:

1. I am the Chief Administrative Officer and Chief Restructuring Officer of The Great Atlantic & Pacific Tea Company, Inc. ("**A&P**"), one of the above-captioned debtors and debtors in possession (collectively, the "**Debtors**").<sup>1</sup>

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification  
(Continued...)

2. I served as a director of A&P from August 4, 2009 until my appointment as Chief Administrative Officer in August 2010. I was appointed as Chief Restructuring Officer of A&P on December 9, 2010. I am generally familiar with the Debtors' day-to-day operations, business and financial affairs, and books and records. I am above 18 years of age and competent to testify.

3. Prior to my appointment as the Debtors' Chief Administrative Officer, I served in various capacities as an executive officer of UAL Corp. ("*UAL*"), the parent corporation of United Air Lines until October 2008. In particular, I served as UAL's Chief Restructuring Officer during its successful chapter 11 reorganization, which began in December 2002 and concluded in February 2006. I have served as a member of the board of directors of Neff Holdings Corp., the thirteenth largest equipment rental company in the United States as measured by equipment rental revenues, since 2009 and during its successful chapter 11 reorganization. I have served as a director of SIRVA, Inc., a global provider of relocation and

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number, are: The Great Atlantic & Pacific Tea Company, Inc. (0974); 2008 Broadway, Inc. (0986); AAL Realty Corporation (3152); Adbrett Corporation (5661); Amsterdam Trucking Corporation (1165); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Bergen Street Pathmark, Inc. (1604); Best Cellars DC Inc. (2895); Best Cellars Inc. (9550); Best Cellars Licensing Corp. (2896); Best Cellars Massachusetts, Inc. (8624); Best Cellars VA Inc. (1720); Bev, Ltd. (9046); Borman's Inc. (9761); Bridge Stuart, Inc. (8652); Clay-Park Realty Co., Inc. (0902); Compass Foods, Inc. (0653); East Brunswick Stuart, LLC (9149); Farmer Jack's of Ohio, Inc. (5542); Food Basics, Inc. (1210); Gramatan Foodtown Corp. (5549); Grape Finds At DuPont, Inc. (9455); Grape Finds Licensing Corp. (7091); Greenlawn Land Development Corp. (7062); Hopelawn Property I, Inc. (6590); Kohl's Food Stores, Inc. (2508); Kwik Save Inc. (8636); Lancaster Pike Stuart, LLC (9158); LBRO Realty, Inc. (1125); Lo-Lo Discount Stores, Inc. (8662); Mac Dade Boulevard Stuart, LLC (9155); McLean Avenue Plaza Corp. (5227); Milik Service Company, LLC (0668); Montvale Holdings, Inc. (6664); North Jersey Properties, Inc. VI (6586); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); SEG Stores, Inc. (4940); Shopwell, Inc. (3304); Shopwell, Inc. (1281); Spring Lane Produce Corp. (5080); Super Fresh/Sav-A-Center, Inc. (0228); Super Fresh Food Markets, Inc. (2491); Super Market Service Corp. (5014); Super Plus Food Warehouse, Inc. (9532); Supermarkets Oil Company, Inc. (4367); The Food Emporium, Inc. (3242); The Old Wine Emporium of Westport, Inc. (0724); The South Dakota Great Atlantic & Pacific Tea Company, Inc (4647); Tradewell Foods of Conn., Inc. (5748); Upper Darby Stuart, LLC (9153); and Waldbaum, Inc. (8599). The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645

moving services, since August 2004 and during its successful chapter 11 reorganization. I have also advised or served on the boards of directors for numerous other distressed businesses.

4. I submit this declaration (this “***Declaration***”) pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “***Local Rules***”), and I am authorized to submit this Declaration on the Debtors’ behalf. Except as otherwise indicated, all facts set forth in this Declaration are based on my personal knowledge of the Debtors’ operations and finances, information learned from my review of the relevant documents, and information I have received from other members of the Debtors’ management or the Debtors’ advisors. If I were called upon, I would testify to the facts set forth herein on that basis.

#### **Preliminary Statement**

5. Since their founding in 1859, the Debtors have filled the grocery needs for generations of Americans. Today, the Debtors are one of the nation’s leading supermarket and food retailers, operating approximately 395 supermarkets, beer, wine, and liquor stores, combination food and drug stores, and limited assortment food stores across eight Northeastern states and the District of Columbia. The Debtors’ primary retail operations consist of supermarkets operated under a variety of well-known trade names, or “banners,” including A&P, Waldbaum’s, SuperFresh, Pathmark, Food Basics, The Food Emporium, Best Cellars, and A&P Liquors. As of September 11, 2010, the Debtors reported total assets of \$2.5 billion and liabilities of \$3.2 billion. The Debtors currently employ approximately 41,000 employees.

6. The significant economic downturn in recent years has created one of the most difficult operating environments for businesses in generations. A&P, like many supermarket operators, continues to cope with the recent economic decline and reduced customer spending while running on narrow profit margins and facing intense competition. Additionally, aggressive

competition from “non-traditional” food retailers, including warehouse clubs, mass merchandisers, and discount retailers have also challenged the Debtors’ operations.

7. A&P’s longevity in the retail food industry—the result of a consistent focus on customer satisfaction—has saddled the company with three significant legacy costs:

- substantial obligations arising from “dark store” leases—i.e., locations where the Debtors have ceased ongoing operations but have been unable to sublease, assign, or terminate the relevant lease;<sup>2</sup>
- unfavorable supply and logistics agreements, including (a) a supply and logistics contract with C&S Wholesale Grocers, Inc. (“**C&S**”), through which C&S supplies approximately 70 percent of the Debtors’ total inventory; and (b) a transportation and logistics contract with Grocery Haulers Inc. (“**GHI**”) under which GHI provides certain transportation and logistics services to the Debtors’ 120 Pathmark-branded stores, and certain transportation services to other Debtor stores; and
- significant employee related obligations, including underfunded single- and multi-employer pensions, expensive health and welfare programs, and high store labor costs as a percentage of sales.

These costs, along with increased market competition and A&P’s heavy debt burden—approximately \$1 billion dollars of balance sheet debt and additional significant off-balance sheet obligations—have resulted in rapidly declining profit margins as revenue declined in connection with the economic and competitive circumstances described above. As displayed in Table 1, the Debtors have experienced year-over-year revenue declines since 2008. It is critical to bring the Debtors’ costs in line with their revenue and with market reality.

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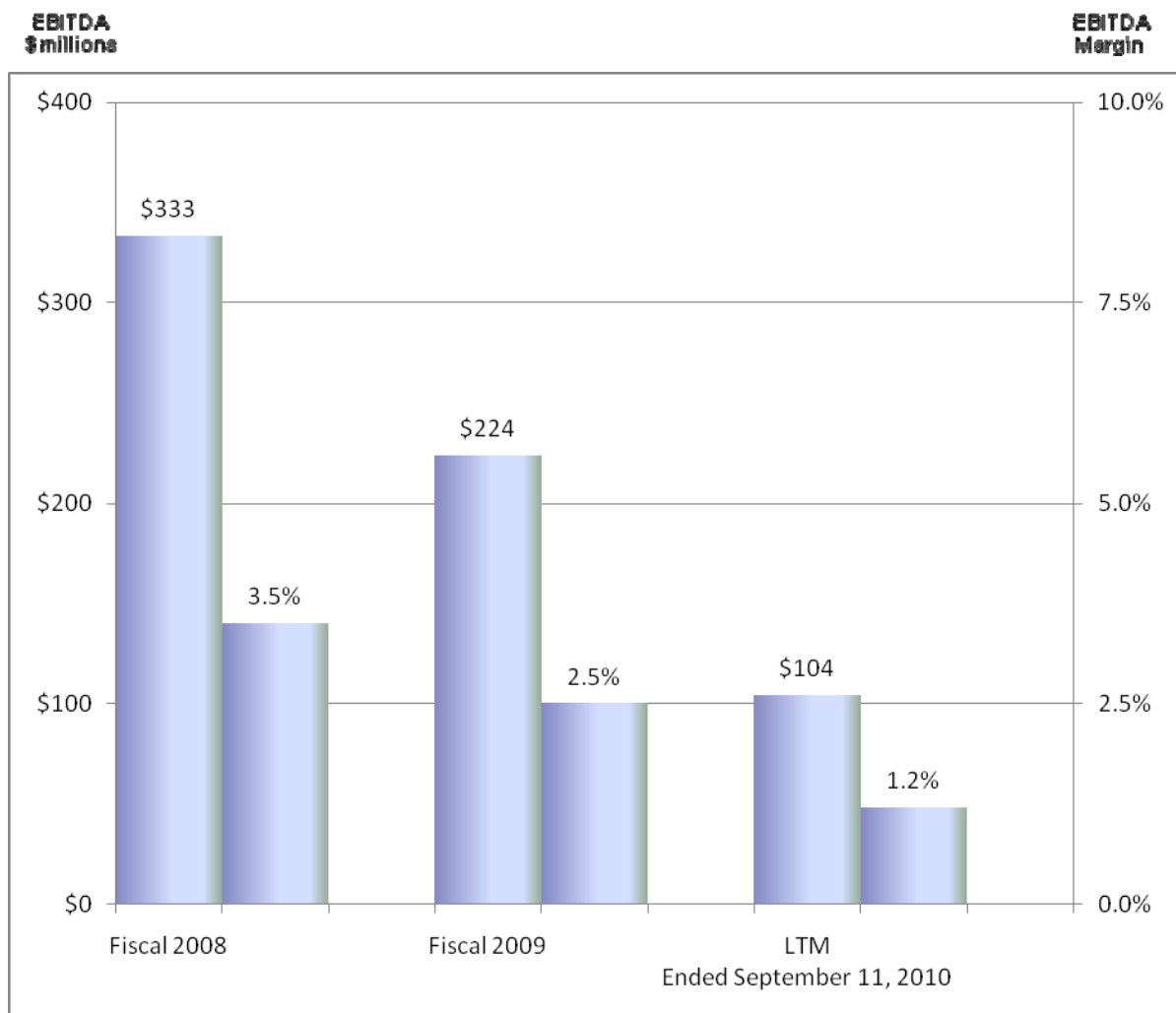
<sup>2</sup> The Debtors have sought authority to reject certain of these leases *nunc pro tunc* to the Commencement Date pursuant to the *Debtors’ Motion for Entry of an Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases*, filed contemporaneously herewith.

**Table 1. A&P Revenue**



8. The Debtors have experienced significant margin pressure and constrained liquidity as burdensome contracts, store labor, a leveraged balance sheet, and other legacy obligations continually increase their fixed and variable cost structure. Table 2 shows the Debtors' adjusted EBITDA and EBITDA margin have declined steadily since 2008. The Debtors' adjusted EBITDA of \$104 million for the twelve months ended September 11, 2010 is not sufficient to service the Debtors' heavy debt burden.

**Table 2. A&P Adjusted EBITDA and EBITDA Margin**



9. In response to these challenges, the Debtors undertook a comprehensive effort to reduce costs and build liquidity prior to the date hereof (the “*Commencement Date*”). In August 2009, the Debtors issued \$260 million in second lien financing and a \$175 million preferred equity investment. More recently, the Debtors engaged a new management team with significant retail and restructuring experience as part of a five-point turnaround plan commenced in July 2010. This plan was focused on right-sizing the Debtors’ cost structure, rationalizing their retail footprint, driving revenue growth, and enhancing liquidity. To date, the Debtors have made

significant strides towards reducing certain costs and developing new customer growth initiatives.

10. Despite these efforts, the Debtors have been unable to obtain necessary cost concessions from their business partners, and liquidity has continued to deteriorate. Very recently, it became clear that out-of-court efforts to restructure the C&S contract, for example, would not be successful. Without these concessions, the entire turnaround plan could not be implemented. At the same time, the Debtors were pursuing incremental financing, which took time to complete and slowed other components of the plan. The Debtors also have begun a dialog with their labor partners to reduce the Debtors' costs. While some progress had been made, no agreements had yet been reached.

11. At the same time, the Debtors are facing December 15 interest payments on certain unsecured notes totaling \$13.4 million. Failure to make these payments would cause immediate issues under the Debtors' prepetition Senior Credit Facility (defined below).

12. Considering all of the circumstances and their duty to maximize value, the Debtors, in consultation with their advisors, elected to commence these chapter 11 cases and continue their restructuring plan with the benefit of those tools uniquely available under the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “*Bankruptcy Code*”). The Debtors only made such a decision after determining that their cost structure, operational problems and debt burden could not be fixed outside of chapter 11. Of course, the Debtors were sensitive to the operational and financial challenges facing chapter 11 debtors in general, and the unique challenges facing retail debtors in particular. Thus, the Debtors took immediate steps to ensure ample liquidity to fund their in-court restructuring.

13. The Debtors are well-positioned to continue their plan within chapter 11 and utilize chapter 11's tools to right-size the Company's cost structure. As noted above, the Debtors have put in place a new executive team with significant retail and restructuring experience. That team has developed and was executing a comprehensive operational and structural turnaround plan which will be the core of its restructuring plan. The Debtors are also taking immediate steps to reduce costs and eliminate burdensome obligations—including the requested rejection of more than 73 dark store leases.

14. Most importantly, the Debtors are well-funded. The Debtors have obtained a fully underwritten \$800 million DIP facility refinancing. This facility will refinance the Debtors' existing secured borrowing facility and will provide borrowing availability through a \$450 million asset based revolver and a \$350 million term loan. This tremendous achievement sends a clear message to vendors, customers, and all stakeholders that the Debtors have the confidence of the capital markets and the resources necessary to improve their financial performance, and right-size their capital structure through chapter 11.

15. To familiarize the Court with the Debtors and the relief requested on the first day of these chapter 11 cases, this Declaration is organized in four parts. Part I of this Declaration describes the Debtors' business and capital structure. Part II of this Declaration details the circumstances surrounding the commencement of these chapter 11 cases. Part III of this Declaration sets forth the relevant facts in support of the pleadings filed in connection with these chapter 11 cases (collectively, the "***First Day Pleadings***"). Part IV of this Declaration provides information required by Local Rule 1007-2.



**Part I.**

**The Debtors**

**A. Overview of the Debtors' Operations**

**1. The Debtors' Operations**

16. Headquartered in Montvale, New Jersey, the Debtors are a leading supermarket retailer, operating under a variety of well-known trade names, or “banners” across the mid-Atlantic and Northeastern United States. The Debtors operate 395 supermarkets, combination food and drug stores, beer, wine, and liquor stores, and limited assortment food stores in Connecticut, Delaware, Massachusetts, Maryland, New Jersey, New York, Pennsylvania, Virginia, and the District of Columbia. “Banners” include A&P (101 stores), Food Basics (12 stores), Pathmark (128 stores), Super Fresh (57 stores), The Food Emporium (16 stores), and Waldbaum’s (59 stores). The Debtors employ approximately 41,000 employees, including approximately 28,000 part-time employees (approximately 68 percent of the Debtors’ workforce). In addition, the Debtors operate 22 beer, wine, and liquor stores under their Best Cellars and A&P Liquor banners. Approximately 95 percent of the Debtors’ workforce are covered by collective bargaining agreements.<sup>3</sup>

17. The Debtors’ store locations are typically leased, although the Debtors own a limited number of properties, including undeveloped land. As of February 27, 2010, the Debtors’ open stores averaged approximately 42,200 square feet. The Debtors’ retail footprint also reflects their December 2007 acquisition of Pathmark, Inc., at which time the Debtors acquired 141 Pathmark-branded stores for total consideration of approximately \$1.4 billion (the

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<sup>3</sup> The Debtors are parties to three expired collective bargaining agreements, and seven of the Debtors’ collective bargaining agreements are set to expire by May 2011.

*“Pathmark Acquisition”*). The Debtors financed the Pathmark Acquisition through a combination of cash on hand, equity, and approximately \$475 million of debt financing.

18. The Debtors’ supermarkets typically offer a broad variety of branded and private label packaged or “shelf stable” foods, as well as fresh and frozen produce, meat, seafood, dairy, and general merchandise. Many of the Debtors’ supermarkets include in-store bakeries, delis, floral departments, and fresh meat and seafood counters, and in-store pharmacies. The Debtors experience high rates of turnover as a function of both customer demand and perishability.

19. The Debtors’ operating cashflow critically depends on their ability to provide customers with high volumes of fresh, high quality, food, beverage, pharmaceutical, and other products without interruption. On average, each of the Debtors’ supermarkets will sell approximately 25,000 different stock-keeping units in a given week.<sup>4</sup> And, while the Debtors obtain a majority of inventory from C&S, the Debtors must rely on a broad network of approximately 2,600 other vendors, including suppliers of fresh dairy, meat, and seafood products, branded and private label food processors, to fully satisfy their inventory and merchandising needs.<sup>5</sup>

20. In the twelve months ended September 11, 2010, the Debtors reported \$8.4 billion in total revenues. Of this amount, (a) the Debtors’ Grocery segment, which includes packaged and frozen foods, dairy, general merchandise, alcohol, and pharmacy sales, generated revenues of \$5.9 billion (66 percent of revenues), (b) the Debtors’ Meat segment, which includes meat,

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<sup>4</sup> Stock-keeping units (or “*SKU*”) are commonly used measurements for classifying and tracking separate inventory types in the retail industry. For example, 24 can packages of America’s Choice Diet Cola™, 12 can packages of America’s Choice Diet Cola™, and 6 can packages of America’s Choice Diet Cola™ are each assigned unique SKUs in the Debtors’ inventory management system.

<sup>5</sup> By way of reference, 30 percent of the Debtors’ cost of goods sold was approximately \$1.8 billion in fiscal 2009. *See* The Great Atlantic & Pac. Tea Co., Inc. (Annual Report), at 48 (May 6, 2010).

deli, seafood, and bakery sales, generated revenues of \$1.6 billion (18 percent of revenues), and (c) the Debtors' Produce segment, which includes fresh fruit, vegetable, and floral products sales, generated revenues of \$1.0 billion (11 percent of revenues). The Debtors reported aggregate adjusted EBITDA of \$104 million over this same period.

## **2. Competition**

21. The grocery retailing industry is highly competitive and characterized by local, regional, and national competitors operating on slim profit margins. More recently, the Debtors have faced increasing competitive challenges from mass merchandisers, warehouse clubs, drug stores, dollar stores, and convenience stores, including Costco, Dollar Tree, Sam's Club, and Target. The Debtors' in-store pharmacy operations also face growing competition from mail-order and Internet-based prescription processors, as well as traditional brick and mortar pharmacies. This challenging operating environment has been compounded by falling producer and retail food prices, and competitors' increased willingness to engage in price-based competition.

## **3. Legacy Obligations**

22. As of the Commencement Date, the Debtors' cost structure reflects an unsustainable level of legacy obligations that place the Debtors at a competitive disadvantage to their traditional and non-traditional peers. Legacy obligations include a significant number of "dark store" leases the Debtors have been unable to fully assign, sublease, or terminate. The Debtors' estimated dark store net rental expense will be \$77 million in 2011 alone. In total, reserves taken for dark store leases and similar locations reflect a total net liability, of approximately \$232 million as of September 11, 2010; however, the actual economic impact will be significantly larger.

23. The Debtors are also parties to a number of materially unfavorable supply and services contracts. In particular, the Debtors' contract with C&S, upon whom the Debtors rely for approximately 70 percent of total merchandise, is a significant impediment to profitability and places the Debtors at a competitive disadvantage to their peer group. The Debtors' logistics contract with GHI, under which GHI is the primary logistics provider for the Debtors' Pathmark-branded stores, is another significant drain on operating cashflow.

24. In addition to their specific obligations under the GHI contract, the Debtors are parties to approximately 39 separate collective bargaining agreements (covering approximately 95 percent of the Debtors' workforce). Among other things, these agreements require the Debtors to make significant pension, and health care-related contributions on their employees' behalf. The Debtors believe these legacy obligations will continue to increase over time. Certain of the Debtors' multi-employer pension plans have already reached "red" or "yellow" status under existing regulatory requirements, and the Debtors have recorded for a liability \$97 million from previous pension fund withdrawals, as of September 11, 2010. The Debtors may have a potential additional withdrawal obligation of up to \$50 million payable over a period of up to 25 years in the future. The Debtors believe their collectively-bargained wage, pension, and health care obligations place them at a competitive disadvantage and are unsustainable at existing levels.

#### **4. Corporate Structure**

25. A&P is the direct or indirect parent of each of the above-captioned Debtors. A&P's common stock is publicly traded on the New York Stock Exchange under the ticker "GAP." Tengelmann Warenhandelsgesellschaft KG ("*Tengelmann*") controls approximately 42 percent of A&P's issued and outstanding common shares, and is the largest holder of A&P

common stock.<sup>6</sup> A chart presenting the Debtors' corporate structure is attached hereto as **Exhibit A**.

**B. The Debtors' Capital Structure<sup>7</sup>**

26. The Debtors are obligated on approximately \$1.0 billion in funded debt, comprised of: (a) obligations under the Secured Credit Facility; (b) the Second Lien Notes; (c) four series of Unsecured Notes; and (d) a \$10.0 million unsecured Promissory Note (each as defined herein). The Debtors also have 175,000 shares of convertible preferred stock issued and outstanding, with a \$1,000 per share liquidation preference.

27. The Debtors' prepetition indebtedness and preferred equity capital can be summarized as follows:

<b>(\$ millions)</b>		<b>Funded Debt/ Liquidation Preference</b>
<b>Debt/Preferred Equity</b>		
Secured Credit Facility - ABL	\$	38.0
Secured Credit Facility - Term		97.5
Second Lien Notes		260.0
Unsecured Notes		632.8
Promissory Note		10.0
<b>Total Funded Debt</b>	<b>\$</b>	<b>1,038.3</b>
Convertible Preferred Stock		175.0

These obligations are discussed in turn.

**1. Secured Credit Facility**

28. The Debtors, Bank of America, N.A., as administrative agent (the "***First Lien Agent***"), and the lenders party thereto are parties to that certain Amended and Restated Credit

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<sup>6</sup> As discussed more fully below, Tengemann also controls certain Convertible Preferred Stock (as defined herein) that provides voting rights equivalent to 12,000,000 common shares.

<sup>7</sup> The following summary is qualified in its entirety by reference to the operative documents, agreements, schedules, and exhibits.

Agreement, dated as of December 27, 2007 (as amended, supplemented, modified, or amended and restated from time to time, the “**First Lien Credit Agreement**”). The First Lien Credit Agreement provides the Debtors with \$620 million in total availability through: (a) a “Tranche A” revolver (providing \$502 million in maximum availability, with no balance drawn as of December 11, 2010); (b) a “Tranche A-1” revolver (providing \$20 million in maximum availability, with no balance drawn as of December 11, 2010); (c) a \$47.5 million “Term Loan”; and (d) a \$50 million “Term A-2” Loan (collectively, the “**Secured Credit Facility**”). The Secured Credit Facility also provides for, among other things, a \$400 million letter of credit subfacility under which approximately \$196.2 million in letters of credit are issued and outstanding as of December 11, 2010.<sup>8</sup>

29. Borrowing under the Tranche A revolver and the Tranche A-1 revolver was determined by a borrowing base formula calculated by reference to advance rates on, among other things, inventory, certain receivables, Coinstar collections,<sup>9</sup> pharmacy scripts, and certain real estate, less reserves taken by the First Lien Agent. Each of the above-captioned Debtors are either borrowers or guarantors under the Secured Credit Facility. Obligations arising under the Secured Credit Facility are secured by first priority liens on all of the Debtors’ personal property, including inventory and receivables, pursuant to that certain security agreement dated as of December 3, 2007 by and between the Debtors and the First Lien Agent (the “**First Lien Security Agreement**”). Obligations arising under the Secured Credit Facility are also secured by certain of the Debtors’ leaseholds and owned real property.

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<sup>8</sup> Generally, letters of credit issued under the Secured Credit Facility reduce availability under the Tranche A revolver.

<sup>9</sup> “Coinstar collections” are collections from certain automated, self-service kiosks through which store customers may exchange loose change for cash, less a fee paid per dollar counted.

30. Generally, the payment waterfall incorporated into the First Lien Credit Agreement provides that obligations arising under the Term Loan have a senior interest in certain “Principal Properties” (as defined in the First Lien Credit Agreement) versus other claims arising under the Term Loan.<sup>10</sup> The payment waterfall further provides that proceeds from non-Principal Properties collateral is used: first to satisfy claims arising under the Tranche A revolver and Term Loan (ratably); second to cash collateralize issued but undrawn letters of credit issued by lenders under the Tranche A revolver; third to satisfy the Tranche A-1 revolver; and fourth to satisfy claims arising under the Term A-2 Loan.

## **2. Second Lien Notes**

31. A&P, as issuer, and each of the above-captioned Debtors, as guarantors, have issued senior secured notes (collectively, the “**Second Lien Notes**”) pursuant to that indenture dated as of August 4, 2009 (the “**Second Lien Notes Indenture**”) by and between the Debtors and Wilmington Trust Company in its capacity as trustee (the “**Second Lien Indenture Trustee**”). The Second Lien Notes bear interest at 11.375% per annum, and approximately \$260.0 million in Second Lien Notes remain outstanding as of the Commencement Date. The Second Lien Notes mature on August 4, 2015.

32. The Second Lien Notes are secured by second priority liens on substantially all the Debtors’ personal property, including inventory and receivables, pursuant to that certain security agreement dated as of August 4, 2009, by and between the Debtors and the Second Lien Indenture Trustee (the “**Second Lien Security Agreement**”). The Second Lien Notes are also

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<sup>10</sup> Principal Properties are 3 parcels of real property owned or leased by the Debtors.

secured by certain of the Debtors' leaseholds and owned real property other than the Principal Properties.

### **3. Intercreditor Agreement**

33. On August 4, 2009, the First Lien Agent, in its capacity as collateral agent under the Secured Credit Facility, and the Second Lien Agent, in its capacity as collateral agent under the Second Lien Security Agreement, entered into an agreement that, among other things, assigns relative priorities to claims arising under the Secured Credit Facility and the Second Lien Indenture (the "***Intercreditor Agreement***"). Among other things, the Intercreditor Agreement provides that claims arising under the Second Lien Notes or the Second Lien Indenture are subordinate to claims arising under the Secured Credit Facility. The Intercreditor Agreement also imposes certain limitations on: (a) the rights and remedies available to the Second Lien Agent in an event of default; (b) the ability of the Second Lien Agent or holders of Second Lien Notes (collectively, the "***Second Lien Noteholders***") to challenge the validity or priority of liens arising under the Secured Credit Facility; and (c) the extent to which the Second Lien Noteholders and Second Lien Agent may (i) contest a postpetition financing provided by or consented-to by lenders (or their successors) under the Secured Credit Facility (including a refinanced facility) or the First Lien Agent (or its successors) and (ii) request adequate protection during a bankruptcy proceeding. The Debtors expressly are not third party beneficiaries of the Intercreditor Agreement.

### **4. Unsecured Notes**

34. In addition to its secured debt, A&P has issued four series of unsecured notes: (a) \$165.0 million in 5.125% unsecured convertible notes (collectively, the "***5.125% Convertible Notes***"); (b) \$12.8 million in 9.125% unsecured notes due 2011 (collectively, the "***9.125%***



*Senior Notes*"); (c) \$255.0 million in 6.75% unsecured convertible notes due 2012 (collectively, the "**6.75% Convertible Notes**"); and (d) \$200.0 million in unsecured quarterly interest notes due 2039 (collectively, the "**Quarterly Interest Bonds**," and together with the 5.125% Convertible Notes, the 9.125% Senior Notes, and the 6.75% Convertible Notes, the "**Unsecured Notes**"). The Unsecured Notes are unsecured obligations of A&P.

#### **5. Promissory Note**

35. A&P issued a \$10.0 million unsecured promissory note payable to Erivan Karl Haub (the "**Promissory Note**"). Mr. Haub is the father of Christian Wilhelm Erich Haub, the Debtors' chairman. Interest on the Promissory Note accrues at 6.00% per year, and the Promissory Note matures in August 2011.

#### **6. Convertible Preferred Stock**

36. In 2009, the Debtors issued 175,000 outstanding shares of convertible preferred stock, \$1,000 per share liquidation preference, in two separate series: (a) 115,000 shares of "Series A-Y" convertible preferred stock; and (b) 60,000 shares of convertible preferred stock are issued through a "Series A-T" (collectively, the "**Convertible Preferred Stock**"). Mandatory quarterly dividends are payable on the Convertible Preferred Stock at either 8.00% (cash) or 9.50% (paid-in-kind). The Convertible Preferred Stock is convertible to common A&P stock under certain conditions, and holders of the Convertible Preferred Stock vote on matters requiring shareholder approval on an "as converted" basis.

37. Affiliates of The Yucaipa Companies (collectively, "**Yucaipa**") control the Debtors' Series A-Y Convertible Preferred Stock. Yucaipa is also entitled to appoint 2 directors

to the A&P board by virtue of its control of the Series A-Y Convertible Preferred Stock.<sup>11</sup> Tengelmann controls the Series A-T Convertible Preferred Stock, and Tengelmann is entitled to appoint 4 directors to the A&P board by virtue of its control of the Series A-T Convertible Preferred Stock.<sup>12</sup>

## **Part II.**

### **Events Leading to the Chapter 11 Cases**

#### **A. Challenging Operating Environment**

38. Ongoing challenges facing the U.S. economy and the corresponding slowdown in consumer purchasing have negatively impacted the Debtors' revenues and operating cashflow. Falling consumer spending rates have been exacerbated by declines in producer and retail food prices, resulting in retail price deflation across the grocery industry as a whole. This deflationary cycle has also been compounded by the intense competitive pressure found in the supermarket industry. The Debtors' \$8.4 billion in revenues over the twelve months ended September 11, 2010 reflects an 8.9 percent decline over the period ended September 10, 2009, with the Debtors generating only \$104 million in EBITDA over this time. The reduction in EBITDA has left the Debtors with diminished capacity to invest in long-term capital projects, with projected capital expenditures for the current fiscal year reduced over \$10 million from fiscal 2009 and over \$40 million from fiscal 2008. The Debtors' comparable store sales growth is also down approximately 6.9 percent on a year to date basis.

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<sup>11</sup> The Series A-Y Convertible Preferred Stock also provides Yucaipa with voting rights equivalent to 23,000,000 shares of common stock.

<sup>12</sup> The Series A-T Convertible Preferred Stock also provides Tengelmann with voting rights equivalent to 12,000,000 shares of common stock.

39. Margin pressure imposed by declining operating cashflow has, in turn, amplified the bottom line effects of the Debtors' leveraged balance sheet and significant legacy costs. The Debtors have estimated that "dark store" leases will impose approximately \$77 million of costs in fiscal 2011 alone. And, as noted above, unfavorable contracts with parties such as C&S and GHI continue to weigh on the Debtors' and ongoing pension and post-retirement obligations have contributed to the Debtors' declining performance.

**B. Restructuring Initiatives**

40. Prior to the Commencement Date, the Debtors took steps to both increase liquidity and reduce costs. In August 2009, the Debtors raised approximately \$162.2 million in preferred equity capital through their sale of Convertible Preferred Stock. Also in August 2009, the Debtors raised an additional \$253.0 million through the sale of the Second Lien Notes.

41. In July 2010, the Debtors publicly launched a comprehensive, five-point turnaround plan to increase profitability and stakeholder value. This plan is focused on: (a) installing a strong management team; (b) reducing structural and operating costs; (c) improving customer value; (d) enhancing the overall customer experience; and (e) increasing liquidity. Through this plan, the Debtors implemented wholesale changes to their management team in 2010, including their appointment of a new chief executive officer, the appointment three new executive officers with significant industry expertise, and my own appointment as Chief Administrative Officer in August 2010.

42. Liquidity-enhancing initiatives have included the sale of non-core or underperforming assets and liquidity-enhancing transactions such as an \$89.8 million sale-leaseback of six owned store locations. In addition, the Debtors considered the potential sale of their 16 Food Emporium locations, although the Debtors have chosen to retain this marquee brand for the time being. The Debtors have also sought to increase operating cash flow by

optimizing inventory mix, increasing sales training initiatives, and introducing new higher margin, “owned label” brands and products across their store fleet.

43. The Debtors initiated a major liquidity enhancing initiative in July 2010, when they retained Bank of America, the First Lien Agent, to secure a leasehold mortgage financing to upsize the First Lien Credit Facility ABL by approximately \$200 million. Throughout the Summer and early Fall, the Debtors’ advisors met with the ABL lenders and prospective investors, while initially targeting to close on the facility in late September. After experiencing some setbacks, including the unexpected exit of a prospective “anchor” investor, the Debtors new management team met personally with and proceeded to secure support from investors. Yet, in the days after Thanksgiving when it became clear that certain of the Debtors’ business partners could not provide meaningful cost concessions—an important part of the business plan underlying this facility—the Debtors were forced to abandon this financing initiative.

44. The Debtors took additional prepetition steps to address their uncompetitive cost structure. The Debtors conducted multiple reductions in force, cut corporate spending, and reduced general and administrative costs. These initiatives have already generated total cost savings of approximately \$40 million on an annualized basis, including over \$10 million in annual salary savings. Since July 2010, the Debtors have also closed or sold 32 underperforming store locations and continue to seek opportunities to exit unprofitable and marginal store locations.

45. The Debtors have also sought to work constructively with their business partners in this process. In particular, the Debtors made repeated efforts to engage C&S given C&S’s undeniable importance to the Debtors’ supply chain and cost structure as a whole. As became clear very recently, C&S appeared to be unwilling to provide meaningful cost or trade

concessions. In addition, the Debtors have sought to collaboratively engage their workforce to reduce store labor costs.

46. Unfortunately, the Debtors recently determined that the combination of falling revenues, a leveraged balance sheet, legacy costs, and unfavorable supply relationships could not be fixed outside of chapter 11. Of course, the Debtors were acutely aware of the operational and financial challenges facing chapter 11 debtors in general, and the unique challenges facing retail debtors in particular. As a result, the Debtors immediately took actions to make sure they had more than sufficient liquidity to fund their in-court restructuring.

47. The Debtors' DIP financing process was a tremendous success. The Debtors have secured a fully-committed, \$800 million DIP facility from JPMorgan Chase Bank. The DIP facility is secured by the collateral securing the prepetition Senior Credit Facility plus unencumbered property, including nonresidential real property leases. The DIP facility also contains very favorable terms to allow the Debtors to reorganize and emerge from chapter 11. Those terms include an 18-month maturity and no "case control" covenants. Subject to Court approval, the Debtors will have approximately \$200 million in cash available on their balance sheet through a new term loan, and the Debtors will have \$450 million in additional borrowing capacity upon final DIP approval. Having secured an \$800 million DIP facility and guided by an experienced management team, the Debtors will use every available tool to bring their cost structure in line with market peers and maximize stakeholder value and will leave no stone unturned.

### **Part III.**

#### **First Day Pleadings**

48. Contemporaneously herewith, the Debtors have filed a number of First Day Pleadings.<sup>13</sup> I believe that, among other things, the relief requested in the First Day Pleadings is necessary to enable the Debtors to operate with minimal disruption during the pendency of the Chapter 11 Cases. A description of the relief requested and the facts supporting each of the pleadings is set forth below.<sup>14</sup>

#### **A. Administrative Motions**

- i. Debtors' Motion for Entry of an Order Directing Joint Administration of Their Related Chapter 11 Cases (the "**Joint Administration Motion**")

49. The Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b). Specifically, the Debtors request that the Court maintain one file and one docket for all of the chapter 11 cases under the lead case, The Great Atlantic & Pacific Tea Company, Inc. Further, the Debtors request that an entry be made on the docket of each of the chapter 11 cases of the Debtors other than The Great Atlantic & Pacific Tea Company, Inc to indicate the joint administration of the chapter 11 cases.

50. Given the integrated nature of the Debtors' businesses, joint administration of the chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings and orders that will be

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<sup>13</sup> Capitalized terms used in this Part of this Declaration and not defined herein shall have the meanings ascribed to them in the relevant First Day Pleading.

<sup>14</sup> Two First Day Pleadings are not set forth herein. First, the Debtors have filed a separate Declaration from me in support of their request for critical trade relief. Second, the Debtors have filed the Declaration of Stephen Goldstein of Lazard Frères & Co. LLC in support of their request for DIP financing.

filed in the chapter 11 cases will almost certainly affect each of the Debtors. The entry of an order directing joint administration of the chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections and will allow the U.S. Trustee and all parties in interest to monitor the chapter 11 cases with greater ease and efficiency.

51. I believe that the relief requested in the Joint Administration Motion is in the best interests of the Debtors' estates, their creditors, and all other parties in interest and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption. Accordingly, on behalf of the Debtors, I respectfully submit that the Joint Administration Motion should be approved.

ii. Debtors' Motion for Entry of an Order Granting an Extension of Time to File Schedules and Statements (the "*Schedules and Statements Motion*")

52. The Debtors request entry of an order granting additional time to file their schedules and statements of financial affairs. As a consequence of the size and complexity of the Debtors' business operations, the number of creditors likely to be involved in these chapter 11 cases and the geographical spread of the Debtors' operations, the Debtors have not yet finished gathering the statements of financial affairs, schedules of assets and liabilities, schedules of current income and expenditures, statements of executory contracts and unexpired leases and lists of equity security holders.

53. Given the numerous critical operational matters that the Debtors' accounting and legal personnel must address in the early days of these chapter 11 cases, I believe that with an additional 15 day extension, the Debtors will be able to focus the attention of key accounting and legal personnel on vital operational and restructuring issues during the critical first weeks after filing these chapter 11 cases. I believe this will help the Debtors make a smooth transition into

chapter 11 and, therefore, ultimately will maximize the value of the Debtors' estates to the benefit of creditors and all parties in interest.

- iii. Debtors' Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures ("*Case Management Motion*")

54. The Debtors request that the Court enter an order providing for certain notice, case management and administrative procedures in the chapter 11 cases. Given the number of parties in interest in the chapter 11 cases, requiring that service be made upon each of these parties would waste the Debtors' limited resources. Thus, the Debtors believe that requiring paper service of certain pleadings only upon the main parties in interest, as well as authorizing service on all parties by e-mail, will be efficient and save the estates significant time and expense. Additionally, due to the likely volume of motions and other pleadings that will be filed in these cases, the Debtors have proposed that such special hearing procedures be created, including the creation of regularly scheduled omnibus hearings at which the Court, the Debtors and other parties in interest can address several motions at once, thereby avoiding the substantial time and expense of scheduling separate hearings on each discrete matter.

55. I believe that the relief requested in the Case Management Motion is in the best interests of the Debtors' estates, their creditors and all parties in interest and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption. Accordingly, on behalf of the Debtors, I respectfully submit that the Case Management Motion should be approved.

- iv. Debtors' Motion for Entry of an Order Authorizing the Debtors to (A) Prepare a List of Creditors in lieu of a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors' 40 Largest Unsecured Creditors and (C) Mail Initial Notices (the "*Creditor Matrix Motion*")

56. Pursuant to the Creditors Matrix Motion, the Debtors propose to retain Kurtzman Carson Consultants LLC ("*KCC*") as notice and claims agent in connection with the Debtors'



chapter 11 cases to assist the Debtors in preparing creditor lists and mailing initial notices. With such assistance, the Debtors will be prepared to file a computer-readable consolidated list of creditors and a list of equity security holders upon request and will be capable of undertaking all necessary mailings. Indeed, because the Debtors have thousands of creditors, converting the Debtors' computerized information to a format compatible with the matrix requirements would be an exceptionally burdensome task and would greatly increase the risk and recurrence of error with respect to information already intact on computer systems maintained by the Debtors or their agents.

57. I believe that consolidation of the Debtors' computer records into a creditor database and mailing notices to all applicable parties in such database will be sufficient to permit KCC to promptly notice those parties. Accordingly, maintaining electronic-format lists of creditors and equity security holders rather than preparing and filing separate matrices will maximize efficiency and accuracy, and reduce costs.

- v. Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Notice and Claims Agent (**"KCC Retention Application"**)

58. The Debtors will have thousands of potential creditors in these chapter 11 cases. Accordingly, the Debtors propose to engage Kurtzman Carson Consultants LLC to act as the Debtors' notice and claims agent, because this is an effective and efficient manner of providing notice to the thousands of creditors and parties in interest of the filing of the Debtors' chapter 11 cases and other developments in the chapter 11 cases, and of addressing other similar duties during these cases. It is my understanding that KCC is fully equipped to handle the volume of mailing involved in properly sending the required notices to creditors and other interested parties in the chapter 11 cases and, therefore, I respectfully submit that the KCC Retention Application should be approved.

**B. Operational Motions Requesting Immediate Relief**

59. The Debtors intend to ask for relief with respect to the following First Day Pleadings and, therefore, will present these motions at the First Day Hearing.

- i. Debtors' Motion for Entry of Interim and Final Orders Authorizing, but Not Directing, Debtors to (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefits Programs  
(the "**Wages and Benefits Motion**")

60. The Debtors request the entry of interim and final orders authorizing, but not directing, the Debtors to (a) pay prepetition wages, salaries and other compensation, taxes, withholdings and related costs and reimbursable employee expenses, (b) pay and honor obligations relating to employee medical, insurance and other benefits programs, including severance for non-insider employees and (c) continue their employee medical, insurance and other benefits programs on a postpetition basis.

61. As of the Commencement Date, the Debtors employ approximately 40,688 Employees, of whom approximately 13,016 are Full-Time Employees and approximately 27,672 are Part-Time Employees. As of the Commencement Date, approximately 38,742 of the Employees are members of unions, and approximately 10 of the Debtors are party to approximately 39 collective bargaining agreements with the various bargaining units of certain international and local unions. In addition to their Employees, the Debtors supplement their workforce by utilizing (a) approximately three Temporary Employees who are provided to the Debtors and (b) approximately 13 Independent Contractors that provide services related to many aspects of the Debtors' operations and are vital to the Debtors' businesses. Although the Debtors have paid their wage, salary and other Employee obligations, as well as their Temporary Employee Compensation and Independent Contractor Compensation, in accordance with their

ordinary compensation schedule prior to the Commencement Date, as of the date hereof, certain prepetition Employee Obligations may nevertheless be due and owing.

62. I believe the majority of the Debtors' Employees, Temporary Employees and Independent Contractors rely on their compensation, benefits and reimbursement of expenses to satisfy their daily living expenses. Consequently, they will be exposed to significant financial difficulties if the Debtors are not permitted to honor obligations for unpaid compensation, benefits and reimbursable expenses. Moreover, if the Debtors are unable to satisfy such obligations, Employee morale and loyalty will be jeopardized at a time when Employee support is critical. In the absence of such payments, I believe that the Debtors' Employees and Temporary Employees may seek alternative employment opportunities, perhaps with the Debtors' competitors, thereby hindering the Debtors' ability to meet their customer obligations, and likely diminishing customer confidence in the Debtors. Moreover, it is my opinion that loss of valuable Employees and the recruiting efforts that would be required to replace such Employees would be distracting at a time when the Debtors should be focusing on maintaining their operations.

63. I believe that the relief requested in the Wages and Benefits Motion is in the best interests of the Debtors' estates and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption so as to avoid immediate and irreparable harm to the Debtors' estates.

- ii. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Using Their Existing Cash Management System, Bank Accounts and Business Forms, (B) Maintain Existing Investment Practices, (C) Continue Intercompany Transactions and (D) Provide Postpetition Intercompany Claims Administrative Expense Priority ("Cash Management Motion")

64. The Debtors request authorization to (a) continue using their existing cash management system, bank accounts and business forms, (b) maintain their existing investment

practices, (c) continue performing ordinary course intercompany transactions and (d) provide postpetition intercompany claims administrative expense priority.

65. The Debtors utilize an integrated, centralized cash management system, in the ordinary course of business, to collect, transfer, disburse and invest funds generated by their operations (the “**Cash Management System**”). The Debtors maintain current and accurate accounting records of all daily cash transactions with third parties and by and between Debtor entities.

66. The Cash Management System is specifically tailored to meet the Debtors’ operating needs as an operator of multiple supermarket chains and other retail food businesses—enabling the Debtors to centrally control and monitor corporate funds and available cash, invest excess cash, comply with the requirements of their financing agreements, reduce administrative expenses and obtain accurate account balances and presentment information. Maintaining the Cash Management System in its current state is crucial to the Debtors’ operations given the significant volume of cash transactions managed through the Cash Management System every day.

67. Given the substantial economic scale and geographic reach of the Debtors’ business operations, any disruption to the Cash Management System would unnecessarily disrupt the Debtors’ complex day-to-day operations and thereby impede the prospects of a successful reorganization

68. The Cash Management System is comprised of approximately 57 bank accounts at various financial institutions (the “**Banks**”) primarily to accommodate different business divisions and to collect, organize and track various forms of customer receipts (collectively, the “**Bank Accounts**”). The Cash Management System is designed to effectively manage the inflow

of various forms of receipts from the Debtors' broad customer base, and accommodates the Debtors reliance upon third-party providers who process customer payments or other receipts. It is critical that the Cash Management System remain intact to ensure seamless customer experiences and continued collection of revenues for the Debtors' estates.

69. In the ordinary course of business, the Debtors maintain business relationships with their Debtor and non-Debtor affiliates, including foreign affiliates, which result in intercompany receivables and payables (the "***Intercompany Claims***") arising from the following types of transactions (the "Intercompany Transactions"):

- a. ***Expense Allocations***. In the ordinary course of business, the Debtors and certain non-Debtor affiliates incur centrally-billed expenses, including insurance premiums, workers' compensation obligations, payroll and benefit costs, and information technology costs. The Great Atlantic & Pacific Tea Company, Inc. (the "***Parent Debtor***") often pays these expenses and then allocates them to the appropriate affiliates.
- b. ***Revenue Allocations***. As described above, in the ordinary course of business, the operating company Debtors (the "***OpCo Debtors***") transfer their revenue to the Main Concentration Account. This creates Intercompany Claims for Parent Debtor to the OpCo Debtors.
- c. ***Intercompany Loans***. The Debtors also maintain a well-documented system of intercompany loans and capital contributions to facilitate cash flow between Debtors.

70. Debtors maintain records of all Intercompany Transactions (including fund transfers) and, therefore, can ascertain, trace and account for the Intercompany Transactions. At the same time, if the Intercompany Transactions were to be discontinued, the Cash management System and related administrative controls would be disrupted.

71. In order to minimize expenses to their estates, the Debtors seek authorization to continue using all checks substantially in the forms existing immediately prior to the Commencement Date, without reference to the Debtors' status as debtors in possession; provided, however, that in the event that the Debtors generate new checks during the pendency

of these cases other than from their existing stock of checks, such checks will include a legend referring to the Debtors as “Debtor in Possession.” The Debtors also seek authority to use all correspondence and other business forms (including, without limitation, letterhead, purchase orders, and invoices) without reference to the Debtors’ status as debtors in possession.

72. Given the substantial economic scale and geographic reach of the Debtors’ business operations, I believe that any disruption to the Cash Management System could impede a successful reorganization of the Debtors’ businesses. I believe that the relief requested in the Cash Management Motion is in the best interests of the Debtors’ estates and will enable the Debtors to operate their businesses in chapter 11 without disruption.

iii. Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to Maintain and Administer Customer Programs and Practices and Honor Related Prepetition Obligations (“**Customer Programs Motion**”)

73. The Debtors seek entry of an interim and final order authorizing the Debtors to continue to maintain and administer prepetition customer programs, promotions and practices and pay and otherwise honor their obligations to customers relating thereto in the ordinary course of business consistent with past practice.

74. To maximize customer loyalty, the Debtors have maintained and followed, in the ordinary course of business, the practices and programs described herein (collectively, the “**Customer Programs**”). The Debtors use the Customer Programs to reward customer loyalty and provide incentives to buy selected products from the Debtors’ stores. Many, if not all, of the Customer Programs are also standard in the retail food business. Without the ability to continue the Customer Programs and to satisfy their pre-petition obligations in connection therewith, the Debtors risk losing market share and raising unnecessary doubts about their operations. The Customer Programs are as follows:

- a. The Return and Exchange Policies. the Debtors have traditionally maintained return, refund, exchange, price-guarantee, and rain-check policies with respect to both cash and credit purchases to accommodate their customers' needs (collectively, the "***Return and Exchange Policies***").
- b. The State Lotteries. The Debtors, in the ordinary course of their business, "cash out" winning lottery tickets. The Debtors may then present the honored Lottery Ticket to the applicable state regulatory agency for reimbursement.
- c. The Sale Promotions. The Sale Promotions include "buy one get one free" programs, a rebate if a customer purchases a certain amount of merchandise, and sweepstakes programs.
- d. The Coupon Program. The Debtors maintain a coupon redemption program pursuant to which they honor (a) certain third-party coupons distributed to the Debtors' customers and (b) the Debtors' own coupons that are included in advertising circulars or distributed in the Debtors' stores.
- e. The Prescription Drug Program. The Debtors honor certain third-party-paid prescription drug programs, pursuant to which eligible customers can purchase certain drugs at the pharmacies located in the Debtors' stores at a reduced price.
- f. The Gift Card Program. The Debtors maintain a program by which their customers can purchase gift certificates or cards from the Debtors' various banners that can be redeemed for merchandise at a later date .
- g. The Reward Card Program. The Debtors also offer their customers an opportunity to enroll in a customer reward card program which entitles them to receive certain benefits based on the amount they spend at the Debtors' stores
- h. The Money Transfer and Money Order Program. Many of the Debtors' stores are pick-up locations for wire transfers sent from third parties electronically through Western Union North America to an identified transferee.
- i. Charitable Donations. The Debtors are currently administering a donation drive in partnership with the Island Harvest hunger relief organization encouraging the Debtors' customers to purchase, and then donate, a grocery bag containing various canned goods as well as \$1.00

donation made by the Debtors' customers when purchasing groceries at the Debtors' stores. The Debtors also operate two charitable foundations entitled to tax exempt treatment pursuant to section 501(c)(3) of the Internal Revenue Code, 26 U.S.C. § 501(c)(3): (a) The Waldbaums Foundation and (b) the Pathmark We Care Foundation. The Debtors seek authority to continue their prepetition practices with respect to the Foundations and to operate and wind down the Foundations in a manner consistent with past practice out of an abundance of caution.

75. In order to maintain the Debtors' reputation for reliability and to maintain the loyalty, goodwill and support of their Customers, the Debtors must maintain their Customer Programs in the ordinary course of business and honor their obligations thereunder. I believe that maintaining the Customer Programs will encourage the Debtors' Customers to continue to purchase the Debtors' products and, ultimately, lead to increased revenue.

iv. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Pay Certain Taxes and Fees ("**Taxes and Fees Motion**")

76. The Debtors request the entry of interim and final orders authorizing, but not directing, the Debtors to remit and pay certain sales, use, franchise, income, real and personal property, and other taxes, as well as fees for licenses, permits, and certain miscellaneous fees (collectively, the "**Taxes and Fees**"). Specifically, the Debtors request authority, but not direction to remit and pay up to \$14 million of Taxes and Fees.

77. The Debtors remit the Taxes and Fees to various federal, state and local taxing, licensing and other governmental authorities (collectively, the "**Authorities**"). The Debtors pay the Taxes and Fees monthly, quarterly, annually, or biennially to the respective Authorities, in accordance with any applicable laws and regulations.

78. The Debtors believe that many of the Taxes and Fees collected prepetition are not property of the Debtors' estates, but are rather held in trust and must, for that reason, be turned over to the Authorities. To the extent that such funds are not actually property held in trust for



the Authorities, they may well give rise to priority claims that must be paid in full eventually. Moreover, the Debtors also seek to pay certain prepetition Taxes and Fees in order to forestall Authorities from taking actions that might interfere with the Debtors' successful reorganization, which may include bringing personal liability actions against directors, officers and other key employees, whose full-time attention to the Debtors' reorganization efforts is required to avoid business disruptions. Any business disruptions resulting from such lawsuits could negatively impact the Debtors' restructuring prospects. Accordingly, I believe that the relief requested in the Taxes and Fees Motion is in the best interests of the Debtors' estates, their creditors and all other parties in interest, and will enable the Debtors to continue to operate their businesses.

- v. The Debtors' Motion For Entry Of Interim And Final Orders (A) Authorizing Debtors To Pay Prepetition Claims Of Warehousemen and Miscellaneous Lien Claimants, (B) Authorizing the Debtors to Grant Administrative Expense Priority to all Undisputed Obligations for Merchandise Ordered Prepetition and Delivered Postpetition and Satisfy Such Obligations in the Ordinary Course of Business and (C) Approving the PACA Procedures and Authorizing the Debtors to Pay Allowed PACA Claims (the "**Lienholders' Motion**")

79. The Debtors seek (i) authority to pay prepetition claims of Warehousemen, Miscellaneous Lien Claimants, (ii) authority to grant administrative expense priority to all undisputed obligations for merchandise ordered prepetition and delivered postpetition, (iii) approval of the PACA procedures and (iv) authority to pay Allowed PACA Claims.

80. The Debtors contract with various third-party storage facility providers (the "***Warehousemen***") who receive Merchandise from certain suppliers and store such merchandise in their storage facilities (the "***Warehouses***") prior to ultimate delivery to the Debtors' supermarkets. In the event the Debtors fail to reimburse the Warehousemen for charges incurred in connection with the storage of the Merchandise, state law permits the Warehousemen to assert a statutory lien against the merchandise in their possession that is the subject of any delinquent charges, securing such charges and potentially blocking the Debtors' access to the merchandise

in storage as of the Commencement Date. In order to maintain access to merchandise that is essential to the continued viability of the Debtors' retail operations, the Debtors seek authority to honor outstanding invoices related to warehousing services provided to the Debtors prior to the Commencement Date.

81. As of the Commencement Date, the Debtors had numerous outstanding orders with vendors for goods and supplies necessary to operate their businesses. As a consequence of the commencement of these chapter 11 cases, certain vendors may be concerned that delivery of goods after the Commencement Date pursuant to the Outstanding Orders will render the vendors who make such deliveries pre-petition general unsecured creditors. These vendors may refuse to ship or transport merchandise with respect to such Outstanding Orders unless the Debtors issue substitute purchase orders postpetition. To prevent any disruption to the Debtors' retail operations, and given that merchandise delivered after the Commencement Date is afforded administrative expense priority under section 503(b) of the Bankruptcy Code, the Debtors seek an order (a) granting administrative expense priority under section 503(b) of the Bankruptcy Code to all undisputed obligations of the Debtors arising from the acceptance of Merchandise subject to Outstanding Orders and (b) authorizing the Debtors to satisfy such obligations in the ordinary course of business.

82. The Debtors contract with a number of third parties to perform repairs and make improvements related to refrigeration equipment, electrical systems, plumbing, elevator and escalator systems and various types of food service equipment who could potentially assert liens, including mechanic's liens, artisan's liens and materialman's liens (the "***Miscellaneous Lien Claims***") against the Debtors' property for amounts the Debtors owe to those third parties. If the

Debtors are unable to pay the Miscellaneous Lien Claims, they risk losing access to facilities and equipment that are critical to the continued operation of the supermarkets.

83. Prior to the Commencement Date, the Debtors purchased “perishable agricultural commodities” in an amount exceeding the statutory threshold under PACA. The Debtors believe that numerous vendors will assert claims arising under PACA. Because PACA claimants are granted priority ahead of secured and unsecured creditors, the payment of PACA claims will not prejudice or affect the amount available for distributions to other creditors of the Debtors.

84. PACA requires that certain procedural steps be taken by a seller of perishable agricultural commodities in order to preserve its rights as a trust beneficiary. As defined further in the Lienholders’ Motion, the Debtors propose that the Court approve procedures designed to facilitate the resolution of PACA claims in an orderly and efficient manner.

85. I believe the relief requested in the Lienholders’ Motion is in the best interests of the Debtors’ estates and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption.

vi. Debtors’ Motion For Entry of An Order Authorizing Debtors to Release Certain Funds Held in Trust and to Continue Performance of and Honor Obligations Under Consignment Arrangements And Deposit Arrangements (the **“Trust Fund Accounts Motion”**)

86. The Debtors request authority release certain funds held in trust and to continue to perform and honor obligations under their pre-petition consignment and deposit arrangements in the ordinary course of business and in a manner consistent with past practice. In order to uphold the Debtors’ reputation for reliability and to preserve the loyalty, goodwill and support of their Customers, the Debtors must maintain their Lottery Programs, Gift Card Sales, Money Transfers and Money Orders, Consignment Arrangements, and Deposit Arrangements in the ordinary course of business and honor their obligations thereunder.

87. Not only do the Debtors earn money directly from the Lottery Programs, Gift Cards, WUNA, the Consignment Vendors, and the Deposit Arrangements, but the Debtors also are compensated indirectly because these programs and products attract customers to the Debtors' stores and may incrementally increase revenue at the point of sale. The payment of the Lottery Proceeds, Gift Card Proceeds, WUNA Funds, Consignment Proceeds, and Deposit Proceeds is important to the Debtors' continued business operations, and the Debtors' business could be significantly harmed if the Debtors could not continue to offer these programs and products and if customers were to choose to shop at the Debtors' competitors to have access to these programs and products. I believe such activities will encourage the Debtors' Customers to continue to purchase the Debtors' products and, ultimately, lead to increased revenue.

- vii. Motion of the Debtors for the Entry of an Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthless Stock Deductions With Respect to, Certain Equity Securities, and Granting Related Relief  
(the “**NOLs Motion**”)

88. The Debtors request that the Court enter the Order establishing notification and hearing procedures for transfers of the Equity Securities that must be complied with before transfers of such stock are deemed effective (the “***Procedures for Trading in Equity Securities***”), and notification and hearing procedures for asserting a claim of worthless stock deduction with respect to the Equity Securities that must be complied with before such claims of worthless stock deductions are deemed effective (the “***Procedures for Claiming a Worthless Stock Deduction***”). The Procedures for Trading in Equity Securities and Procedures for Claiming a Worthless Stock Deduction are necessary to protect and preserve the Debtors' valuable tax attributes, including net operating loss carryforwards (“***NOLs***”), which are estimated to total approximately \$858 million as well as certain tax and business credits of

approximately \$121 million (the “*Tax Credits*” and collectively with the NOLs, the “*Tax Attributes*”).

89. The NOLs are of significant value to the Debtors and their estates because the Debtors can carry their NOLs forward to offset their future taxable income for up to 20 taxable years, thereby reducing their future aggregate tax obligations. Such NOLs also may be utilized by the Debtors to offset any taxable income generated by transactions completed during these chapter 11 cases. Also of significant value, the Tax Credits may be used as a dollar for dollar offset against taxes owed. While the value of these Tax Attributes is contingent upon on whether the Debtors will have sufficient taxable income to use the Tax Attributes before they expire, they could translate into potential future tax savings for the Debtors of approximately \$464 million, based on a combined federal and state income tax rate of 40%. Thus, I believe that the Debtors’ Tax Attributes are extremely valuable estate assets of their estates, the availability of which will facilitate the Debtors’ successful reorganization and potentially serve to significantly improve creditor recoveries.

### **C. Motions Requesting Relief at a Later Hearing**

- i. Debtors’ First Omnibus Motion for Entry of an Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases *Nunc Pro Tunc* to the Date Hereof (the “*Real Property Leases Rejection Motion*”)

90. As of the Commencement Date, the Debtors were tenants under hundreds of nonresidential real property leases across 23 states and the District of Columbia. Generally, the Debtors do not own the property from which they conduct their operations, but rather lease such nonresidential real property for the operation of supermarkets, liquor stores, combination food and drug stores, and limited assortment food stores.

91. Prior to the Commencement Date, the Debtors began the process of reviewing and analyzing all of their contractual obligations so as to identify the contracts and leases that are

burdensome to their estates and may be rejected pursuant to section 365 of the Bankruptcy Code. To date, the Debtors have identified 73 “dark store” leases where they have ceased ongoing operations and have been unable to sublease, assign, or terminate the relevant leases. These leases represent an unnecessary expense to the estates (collectively, the “***Dark Store Leases***”). These Dark Store Leases effectively contribute no value to the Debtors’ balance sheet, and the Debtors have estimated that the Dark Store Leases will impose tens of millions of costs in fiscal year 2011 alone, with the full economic impact on the estate potentially even more dramatic. Moreover, in most instances, the Debtors have physically vacated all of the properties, and surrendered the keys to the counterparties to the vast majority of the Dark Store Leases (collectively, the “***Counterparties***”) through unilateral key surrender or after eviction proceedings, entry of consent judgments, and entry into mutual surrender agreements, thereby affording the appropriate Counterparties the ability to re-let the premises.

92. I believe that leases such as the Dark Store Leases, where the Debtors are not operating stores or planning to do so in the near term, are the epitome of burdensome nonresidential real property leases. Accordingly, in an effort to reduce postpetition administrative costs and in the exercise of the Debtors’ sound business judgment, I believe that the rejection of the Dark Store Leases pursuant to the rejection procedures proposed in the motion is clearly in the best interests of the Debtors, their estates and their creditors.

ii. Debtors’ Motion for Entry of an Order Determining Adequate Assurance of Payment for Future Utility Services (the “***Utility Providers Motion***”)

93. In the ordinary course of their businesses, the Debtors incur utility expenses for electricity, natural gas, water, sewage, telecommunications and other similar utility services. Approximately 350 utility providers (collectively, the “***Utility Providers***”) provide these services

through approximately 1,500 accounts. On average, the Debtors spend approximately \$14.9 million each month on utility costs.

94. Preserving utility services on an uninterrupted basis is essential to the Debtors' ongoing operations and, therefore, to the success of their reorganization. Indeed, any interruption in utility services, even for a brief period of time, would disrupt the Debtors' ability to continue operations and service their customers. I believe this disruption would adversely impact customer relationships resulting in a decline in the Debtors' revenues and profits. Such a result could seriously jeopardize the Debtors' reorganization efforts and, ultimately, value and creditor recoveries. It is, therefore, critical that utility services continue uninterrupted during these chapter 11 cases.

- iii. The Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Kirkland & Ellis LLP as Attorneys For the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Commencement Date (the "**K&E Retention Application**")

95. The Debtors seek to retain Kirkland & Ellis LLP ("K&E") as their restructuring attorneys. K&E has extensive experience and knowledge in, and an excellent reputation for, providing high quality legal services in the field of debtor protections, creditor rights, and business reorganizations under chapter 11 of the Bankruptcy Code. In preparing for the chapter 11 cases, K&E has become familiar with the Debtors' business and the legal issues that may arise in these cases. I believe that K&E is well qualified and uniquely able to represent the Debtors in the chapter 11 cases and respectfully submit that the K&E Retention Application should be approved.

#### **Part IV.**

##### **Overview of Local Rule 1007-2 Schedules**

96. Local Rule 1007-2 requires that certain information about the Debtors be provided in this declaration. This required information is provided in the schedules attached to **Exhibit B** of this Declaration. Specifically, the schedules attached to **Exhibit B** contain the following information with respect to the Debtors:<sup>15</sup>

- Pursuant to Local Rule 1007-2(a)(4), Schedule 1 provides information with respect to the holders of the 40 largest unsecured claims against the Debtors on a consolidated basis.
- Pursuant to Local Rule 1007-2(a)(5), Schedule 2 provides information with respect to the holders of the five largest secured claims against the Debtors on a consolidated basis.
- Pursuant to Local Rule 1007-2(a)(6), Schedule 3 provides a summary of the Debtors' assets and liabilities on a consolidated basis.
- Pursuant to Local Rule 1007-2(a)(7), Schedule 4 provides information on the Debtors' outstanding publicly held securities.
- Pursuant to Local Rule 1007-2(a)(8), Schedule 5 provides information on the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledge, assignee of rents or secured creditor or agent for any such entity.
- Pursuant to Local Rule 1007-2(a)(9), Schedule 6 provides information on the property or premises owned, leased, or held under other arrangement from which the Debtors operate their businesses.

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<sup>15</sup> The information contained in the schedules attached to **Exhibit B** of this Declaration shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount, or status of any such claim or debt. The descriptions of the collateral securing the underlying obligations are intended only as brief summaries. Unless otherwise indicated, the financial information contained in the schedules is unaudited. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. Capitalized terms used in the schedules that are not otherwise defined therein shall have the meanings ascribed to them in the preceding paragraphs of this Declaration.

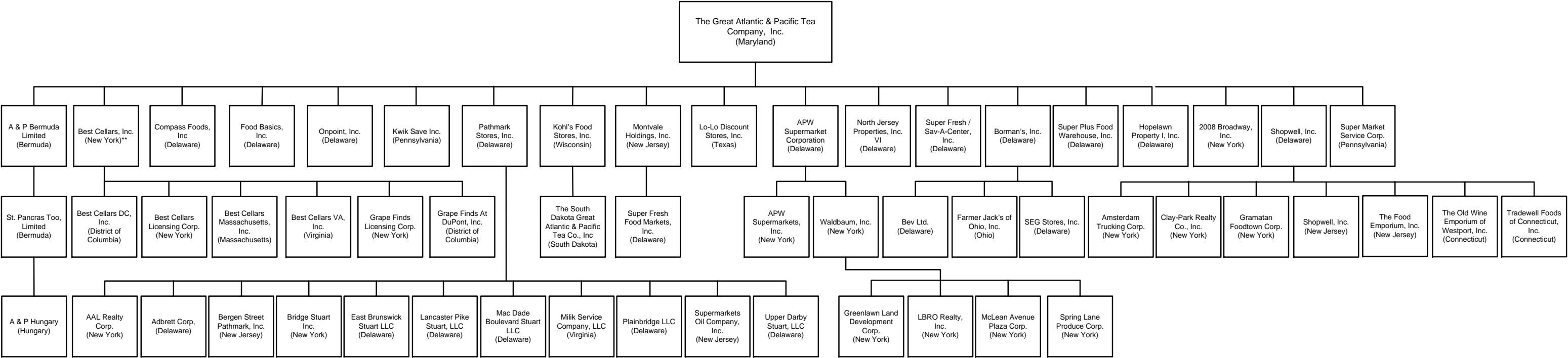


- Pursuant to Local Rule 1007-2(a)(10), Schedule 7 lists the locations of the Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.
- Pursuant to Local Rule 1007-2(a)(11), Schedule 8 lists the nature and present status of each action or proceeding, pending or threatened against the Debtors or their properties where a judgment against the Debtors or a seizure of their property may be imminent.
- Pursuant to Local Rule 1007-2(a)(12), Schedule 9 provides the names of the individuals who comprise the Debtors' existing senior management, their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.
- Pursuant to Local Rules 1007-2(b)(1)-(2)(A) and (C), Schedule 10 lists the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors, and stockholders) and the estimated amount to be paid to officers, stockholders, directors, and financial and business consultants retained by the Debtors, for the 30-day period following the filing of these cases.
- Pursuant to Local Rule 1007-2(b)(3), Schedule 11 provides the Debtors' estimated cash receipts and disbursements.

**Exhibit A**

**A&P Corporate Chart**

**The Great Atlantic & Pacific Tea Company, Inc. Corporate Chart\***



\* The summary provided herein is presented for illustrative purposes only and is qualified in its entirety by reference to the relevant, operative documents. The Debtors reserve all rights to amend, modify or supplement the information presented herein.

\*\* Certain of the Debtors' insignificant non-operating subsidiaries were not included in this organizational chart.

**Exhibit B**

**Local Rule 1007-2 Schedules**

**Schedule 1**

**Consolidated List of the Holders of the 40 Largest Unsecured Claims Against the Debtors**

Pursuant to Local Rule 1007-2(a)(4), the following provides information with respect to the holders of the 40 largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts as of December 8, 2010. The Debtors have excluded from this schedule any claims that will be addressed by first day motions filed in connection with these chapter 11 cases. Employees and former employees owed amounts under non-qualified pension plans and deferred compensation plans also are not included in this schedule.

<b>Creditor</b>	<b>Contact, Mailing Address &amp; Telephone Number/Fax Number</b>	<b>Nature of claim</b>	<b>Amount of Claim</b>
1. Wilmington Trust Company (Indenture Trustee - 6 3/4% Unsecured Convertible Senior Notes Due 2012)	Attn: Michael G. Oller, Jr. CCTS Rodney Square North 1100 Market St Wilmington, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145 Fax: 302-651-8937 mikeoller@wilmingtontrust.com	Bond Debt	\$255,000,000.00
2. Wilmington Trust Company (Indenture Trustee - 9 3/8% Unsecured Quarterly Interest Notes Due 2039)	Attn: Michael G. Oller, Jr. CCTS Rodney Square North 1100 Market St Wilmington, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145 Fax: 302-651-8937 mikeoller@wilmingtontrust.com	Bond Debt	\$200,000,000.00
3. Wilmington Trust Company (Indenture Trustee - 5 1/8% Unsecured Convertible Senior Notes Due 2011)	Attn: Michael G. Oller, Jr. CCTS Rodney Square North 1100 Market St Wilmington, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145 Fax: 302-651-8937 mikeoller@wilmingtontrust.com	Bond Debt	\$165,000,000.00

Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
4. McKesson Drug Co	Attn: John Hammergren, Chairman and CEO One Post Street San Francisco, CA 94104 Tel: 415-983-8300 Fax: 415-983-8464  with a copy to:  Jeffrey Garfinkle Buchalter Nemer 18400 Von Karman Avenue, Suite 800 Irvine, CA 92612-0514 Tel: 949-224-6254 Fax: 949-224-6400	Trade Debt	\$15,119,582.97
5. Wilmington Trust Company (Indenture Trustee - 9 1/8% Unsecured Senior Notes Due 2011)	Attn: Michael G. Oller, Jr. CCTS Rodney Square North 1100 Market St Wilmington, DE 19890 Tel: 302-651-1000 Fax: 302-636-4145 mikeoller@wilmingtontrust.com	Bond Debt	\$12,840,000.00
6. Haddon House Food Products	Attn: David Anderson, Jr. 250 Old Marlton Pike Medford, NJ 08055 Tel: 609-654-7901 Fax: 609-654-8533 DAndersonJr@haddonhouse.com	Trade Debt	\$10,611,632.18
7. Coca-Cola Enterprises	Attn: Michael Cassara P.O. Box 4108 Boston, MA 02211-4108 mcassara@cokece.com	Trade Debt	\$7,099,716.88
8. Frito-Lay Inc	Attn: Michael Cassara 111 Pennant Dr Pittsburgh, PA 15239-1786 mcassara@cokece.com	Trade Debt	\$4,528,126.38
9. Nabisco Biscuit Company	Attn: President or General Counsel P.O. Box 1911 East Hanover, NJ 07936-1911 Tel: 973-503-2000	Trade Debt	\$3,982,278.00
10. Pepsi-Cola-Hasbrouck Heights	Attn: John Reale 1400 West 35th St Chicago, IL 60609-1311 Tel: 773-893-2300 John.Reale@pepsico.com	Trade Debt	\$3,172,078.50
11. Nestle DSD Company Ice Cream	Attn: Joe Shapiro 800 North Brand Blvd Glendale, CA 91203 Tel: 818-549-6000 Fax: 818-553-3547 joe.shapiro@us.nestle.com	Trade Debt	\$2,158,873.50

Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
12. Entenmann's Bakery	Attn: Jim Ostling 2810 Golden Mile Highway Rte 286 Pittsburgh, PA 15239-2400 Tel: 724-327-1854 Jostling@BBUmail.com	Trade Debt	\$2,154,250.58
13. Pepsi-Cola Bottling Company of New York, Inc.	Attn: Larry Brown 650 Brush Ave Bronx, NY 10465 Tel: 718-392-1000 Fax: 718-392-1118 Lawrence.Brown@pepsi.com	Trade Debt	\$1,728,999.81
14. Pepperidge Farm Inc Bread	Attn: Kim Maltese 595 Westport Ave Norwalk, CT 06851 Tel: 203-846-7000 Fax: 203-846-7145 kim_maltese@pepperidgefarm.com	Trade Debt	\$1,696,820.59
15. Keebler Biscuit Co	Attn: President or General Counsel 677 North Larch Ave Elmhurst, IL 60126 Tel: 630-833-2900 Fax: 630-530-8773	Trade Debt	\$1,617,637.69
16. Dora's Naturals Inc	Attn: Mike Taroli 21 Empire Blvd South Hackensack, NJ 07606-1805 Tel: 201-229-0500 miket@dorasnaturals.com	Trade Debt	\$1,513,969.51
17. 18718 Borman Avenue, LLC	Attn: Joey Schabel 555 Cyphiot St. Laurent, QUE H4S 1R3 Canada	Lease Rent	\$1,456,000.00
18. Ashley Capital	Attn: Susan Harvey 9810 S. Dorchester Avenue Chicago, IL 60628	Lease Rent	\$1,391,936.00
19. Arnold Bakers Inc	Attn: Jim Ostling P.O. Box 644254 Pittsburgh, PA 15264-4254 Tel: 800-984-0989 Fax: 610-320-9286 Jostling@BBUmail.com	Trade Debt	\$1,388,848.95
20. S B Thomas Inc	Attn: Jim Ostling 255 Business Ctr Dr Horsham, PA 19044 Tel: 215-672-8010 Fax: 215-672-6988 Jostling@BBUmail.com	Trade Debt	\$1,304,352.95
21. Amalgamated Meat Cutters	Attn: Mr. Ira Wincott, General Counsel 166 East Jericho Tpke Mineola, NY 11501 Tel: 516-747-5980 Fax: 516-294-4608 Fax: 516-747-7961	Union Debt	\$1,262,649.00

Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
22. Stroehmann Bakeries Inc	Attn: Gary Prince, President 255 Business Ctr Dr Ste 200 Horsham, PA 19044 Tel: 215-672-8010 Fax: 215-672-6988	Trade Debt	\$1,238,504.27
23. Meadowbrook - Suffolk	Attn: John Reale 550 New Horizons Blvd Amityville, NY 11701-1139 John.Reale@pepsico.com	Trade Debt	\$1,158,432.84
24. Interstate Brands - Hostess	Attn: Brian J. Driscoll, President 6031 Connection Dr Irving, TX 75039 Tel: 972-532-4500 Fax: 972-892-7694	Trade Debt	\$1,118,325.16
25. Advantage IQ Inc	Attn: Donato C. Capobianco, General Counsel 1313 N Atlantic Ste 5000 Spokane, WA 99201 Tel: 509-329-7600 Fax: 509-329-7287	Utility Debt	\$1,109,220.91
26. Riveroak-Cofinance-Carteret, LLC	Attn: James J. Maurer 505 Main Street Suite 208 Hackensack, NJ 07601 Tel: 201-489-1177 Fax: 201-489-1105	Lease Rent	\$1,085,841.00
27. Garelick Farms Inc	Attn: Steve Kane 2515 Mckinney Ave Ste 1200 Dallas, TX 75201 Tel: 214-303-3400 Fax: 214-303-3499 Steve_Kane@deanfoods.com	Trade Debt	\$1,055,286.18
28. Wise Foods	Attn: Rich Powers 228 Raselet St Berwick, PA 18603 Tel: 570-759-4000 Fax: 570-759-4001 rpowers@wisesnacks.com	Trade Debt	\$912,221.21
29. Grocery Haulers Inc	Attn: Marck Jacobson 286 Homestead Ave Avenel, NJ 07001 Tel: 732-499-3745 Fax: 732-499-3812	Trade Debt	\$893,848.00
30. Farmland Dairies	Attn: Martin Margherio 520 Main Ave Wallington, NJ 07057 Tel: 973-777-2500 Fax: 973-777-7648	Trade Debt	\$877,892.67



Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
31. Canada Dry Bottling of NY	Attn: Kevin Walker 135 Baylis Rd Melville, NY 11747-3809 Tel: 631-694-7575 Fax: 631-694-7708 walkerk@cd-ny.com	Trade Debt	\$860,523.71
32. OTR Associates	Attn: President or General Counsel 4 Cornwall Drive Ste 222 East Brunswick, NJ 08816 Tel: 732-238-3400	Lease Rent	\$847,193.00
33. Lehigh Valley Dairies Inc	Attn: Steve Kane 880 Allentown Rd Lansdale, PA 19446-5206 Tel: 215-855-8205 Fax: 215-855-9834 Steve_Kane@deanfoods.com	Trade Debt	\$806,484.44
34. G/W Jefferson-St. Jean LLC	Attn: President or General Counsel 250 E. Harbortown Drive #410 Detroit, MI 48207	Lease Rent	\$789,212.00
35. Bunzl Distribution	Attn: Dave Maszczak 701 Emerson Rd Ste 500 St. Louis, MO 63141 Tel: 314-997-5959 Fax: 314-997-1405 Dave.Maszczak@bunzlusa.com	Trade Debt	\$774,073.52
36. Snapple Distributors Inc	Attn: Todd Kornely and Terry Lyons 20 Petra Ln Ste 1 Albany, NY 12205-4974 Tel: 518-869-1703 Todd.Kornely@dpsg.com Terrance.Lyons @ CS-Americas.com	Trade Debt	\$736,266.05
37. ISE America	Attn: Gregg Clanton, Vice President 33335 Galena Sassafras Rd Galena, MD 21635 Tel: 410-755-6300 Fax: 410-755-6367	Trade Debt	\$719,575.88
38. H&R REIT	Attn: Tom Hofstedter 3625 Dufferin Street Suite 500 Dowsnview, ONT M3K 1N4 Canada Tel: 416-635-7520	Lease Rent	\$673,049.00
39. Lami Products Inc	Attn: Larry Dion, President 860 Welsh Rd Huntington Valley, PA 19006 Tel: 215-947-5333 Fax: 215-657-5480	Trade Debt	\$673,048.88
40. Martin's Famous Pastry	Attn: Dan Flandina 1000 Potato Roll Ln Chambersburg, PA 17202-8897 Tel: 717-263-9580 Fax: 717-263-4452 Dflandina@MFPS.com	Trade Debt	\$670,705.84

**Schedule 2**

**Consolidated List of Holders of 5 Largest Secured Claims**

Pursuant to Local Rule 1007-2(a)(5), the following lists the creditors holding, as of September 11, 2010, the five largest secured, noncontingent claims against the Debtors, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. The descriptions of the collateral securing the underlying obligations are intended only as brief summaries. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control.

In addition to the parties listed below, the Debtors may have unliquidated and/or contingent claims as a result of parties asserting a security interest against the Debtors' assets through UCC filings or parties that have a security interest in any collateral posted with whom the Debtors' have engaged to perform interest rate swaps on their debt.

<b>Creditor</b>	<b>Creditor Contact Mailing Address &amp; Phone Number &amp; Fax Number</b>	<b>Principal Amount of Claim</b>	<b>Type of Collateral</b>
1. Bank of America, N.A. as Administrative Agent for Senior Secured Credit Facility	Attention: Christine Hutchinson Bank of America, N.A. 100 Federal Street Boston, Massachusetts 02110 Fax: 617-790-1234 E-Mail: christine.hutchinson@bankofamerica.com  with a copy to:  Attention: David S. Berman, Esquire Riemer & Braunstein, LLP Three Center Plaza Boston, Massachusetts 02108 Fax: 617-880-3456 E-Mail: dberman@riemerlaw.com	\$133,800,000	Accounts receivable, chattel paper, claims, judgments, settlements, deposit accounts, documents, equipment, fixtures, general intangibles, goods, instruments, inventory, investment property, letter of credit rights, software, supporting obligations, cash, insurance proceeds, certain real property, certain leasehold interests, pledged stock and the proceeds thereof.
2. Wilmington Trust Company as Indenture Trustee for Holders of Second Lien Notes	Attention: Corporate Trust Administration Rodney Square North 1100 Market Street Wilmington, DE 19890 Fax: 302-636-4145 E-mail: mikeoller@wilmingtontrust.com	\$260,000,000	Accounts receivable, chattel paper, claims, judgments, settlements, deposit accounts, documents, equipment, fixtures, general intangibles, goods, instruments, inventory, investment property, letter of credit rights, software, supporting obligations, cash, insurance proceeds, certain real property, certain leasehold interests, pledged stock and the proceeds thereof..

**Schedule 3**

**Condensed Consolidated Balance Sheet**

The following financial data (unaudited and subject to change) is the latest available information and reflects the Debtors' financial condition, as consolidated as of September 11, 2010. The following financial data shall not constitute an admission of liability by the Debtors. The Debtors reserve all rights to assert that any debt or claim included herein is a contingent, unliquidated or disputed claim or debt or challenge the priority, nature, amount or status of any claim or debt.

**Total Assets (Book Value):** \$2,531,032,000

**Total Liabilities:** \$3,210,965,000

**Schedule 4**

**Publicly Held Securities**

Pursuant to Local Rule 1007-2(a)(7), the following table sets forth, as of September 11, 2010, the number and classes of shares of stock, debentures, and other securities of the Debtors that are publicly held (“*Securities*”) and the number of holders thereof.

<b>Equity Security</b>	<b>Number of Shares Outstanding</b>	<b>Number of Holders</b>
Common Stock	56,280,414	5468
Series A-T Preferred Stock	60,000	1
Series A-Y Preferred Stock	115,000	1

<b>Debt Security</b>	<b>Value Outstanding</b>	<b>Approximate Number of Holders<sup>1</sup></b>
11 3/8% Senior Secured Notes (Due 8-4-2015)	\$260,000,000	1
5 1/8% Unsecured Convertible Senior Notes (Due 6-15-2011)	\$165,000,000	1
9 1/8% Unsecured Senior Notes (Due 12-15-2011)	\$12,840,000	1
6 3/4% Unsecured Convertible Senior Notes (Due 12-15-2012)	\$255,000,000	1
9 3/8% Unsecured Quarterly Interest Notes (Due 8-1-2039)	\$200,000,000	1

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<sup>1</sup> The Notes referred to herein are held in the name of the following company as record holder: Wilmington Trust Company.

**Schedule 5**

**Debtors' Property Not in the Debtors' Possession**

Pursuant to Local Rule 1007-2(a)(8), the following lists the Debtors' property that is in the possession or custody of any custodian, public officer, mortgagee, pledge, assignee of rents, secured creditor, or agent for any such entity.

In the ordinary course of business, property of the Debtors is likely to be in the possession of various other persons, including printers, fulfillment houses, suppliers, maintenance providers, shippers, common carriers, custodians, public officers, or agents. Through these arrangements, the Debtors' ownership interest is not affected, and the Debtors do not believe that these assets constitute a material aspect of their estates. In light of the movement of this property, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers, and the location of any court proceeding affecting such property would be impractical.

**Schedule 6**

Pursuant to Local Rule 1007-2(a)(9), the following lists the property or premises owned, leased or held under other arrangement from which the Debtors operate their businesses.

<b>Debtor</b>	<b>Address</b>	<b>City</b>	<b>SState</b>	<b>Owned or Leased</b>
A&P	3600 PARK AVENUE	S. Plainfield	NJ	Leased
Pathmark Stores, Inc.	Route 440 & Kellogg St.	Jersey City	NJ	Sublease
Pathmark Stores, Inc.	420 GRAND STREET	Jersey City	NJ	Leased
Pathmark Stores, Inc.	420 GRAND STREET	Jersey City	NJ	Subleased
Pathmark Stores, Inc.	726 Washington Avenue	Belleville	NJ	Leasehold
Pathmark Stores, Inc.	115 Belmont Avenue	Belleville	NJ	Owned
Pathmark Stores, Inc.	115 Belmont Avenue	Belleville	NJ	Sublease
Pathmark Stores, Inc.	405 Route 17	Hackensack	NJ	Leasehold
Pathmark Stores, Inc.	450 Hackensack Avenue	Hackensack	NJ	Sublease
Pathmark Stores, Inc.	2660 Hylan Boulevard	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	Botany Plaza - 85 Ackerman Ave.	Clifton	NJ	Leasehold
Pathmark Stores, Inc.	Botany Plaza - 85 Ackerman Ave.	Clifton	NJ	Subleased
Pathmark Stores, Inc.	4100 Park Avenue	Weehawkin	NJ	Subleased
Pathmark Stores, Inc.	2115 69th Street	North Bergen	NJ	Leasehold
Pathmark Stores, Inc.	58 Broadway	Elmwood Park	NJ	Leasehold
Pathmark Stores, Inc.	895 Paillison Avenue	Clifton	NJ	Owned
Pathmark Stores, Inc.	281-295 Ferry Street	Newark	NJ	Subleased
Pathmark Stores, Inc.	145 Passaic Avenue	Kearny	NJ	Leasehold
Pathmark Stores, Inc.	481-555 River Rd	Edgewater	NJ	Sublease
Pathmark Stores, Inc.	498 East 30th Street	Paterson	NJ	Leasehold
Pathmark Stores, Inc.	80 New Bridge Road	Bergenfield	NJ	Leasehold
Pathmark Stores, Inc.	1510 Route 46	West Paterson	NJ	Leasehold
Pathmark Stores, Inc.	2200 Maple Avenue	Fairlawn	NJ	Leasehold
Pathmark Stores, Inc.	Lyons Plaza , 471-79 Lyons AVENUE	Irvington	NJ	Leasehold
Pathmark Stores, Inc.	175 Lakeside Boulevard	Landing	NJ	Leasehold
Pathmark Stores, Inc.	411 Valley Street	South Orange	NJ	Leasehold
Pathmark Stores, Inc.	411 Valley Street	South Orange	NJ	Sublease
Pathmark Stores, Inc.	35 Lackawanna Plaza	Montclair	NJ	Leasehold
Pathmark Stores, Inc.	277 Eisenhower Parkway	Livingston	NJ	Leasehold
Pathmark Stores, Inc.	1157 Route 46	Parsippany	NJ	Leasehold
Pathmark Stores, Inc.	25 Kinnelon Road	Kinnelon	NJ	Leasehold
Pathmark Stores, Inc.	757 Route 15	Lake Hopatcong	NJ	NA
Pathmark Stores, Inc.	831 Route 10	Whippany	NJ	Leasehold
Pathmark Stores, Inc.	211 Elmora Avenue	Elizabeth	NJ	Leasehold
Pathmark Stores, Inc.	Kmart Plaza, 140 Route 10	Randolph	NJ	Leasehold
Pathmark Stores, Inc.	195 East Route 59	Nanuet	NY	Leasehold
Pathmark Stores, Inc.	1757 Central Park Avenue	Yonkers	NY	Leasehold
Pathmark Stores, Inc.	371 Central Avenue	Hartsdale	NY	Leasehold
Pathmark Stores, Inc.	130 Midland Avenue	Port Chester	NY	Leasehold

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	130 Midland Avenue	Port Chester	NY	Subleased
Pathmark Stores, Inc.	2540 Central Park Avenue	North Yonkers	NY	Leasehold
Pathmark Stores, Inc.	2540 Central Park Avenue	North Yonkers	NY	Subleased
Pathmark Stores, Inc.	10 Triangle 17 Plaza	Ransey	NJ	Leasehold
Pathmark Stores, Inc.	1188 Route 22 East	North Plainfield	NJ	Leasehold
Pathmark Stores, Inc. [assigned from A&P]	4999 Stelton Road	South Plainfield	NJ	Leasehold
Pathmark Stores, Inc.	1665 Oak Tree Road	Edison	NJ	Leasehold
Pathmark Stores, Inc.	242 Lincoln Boulevard	Middlesex	NJ	Leasehold
Pathmark Stores, Inc.	977 Valley Road	Gillette	NJ	Leasehold
Pathmark Stores, Inc.	315 Route 206	Hillsborough	NJ	Leasehold
Pathmark Stores, Inc.	10 South Avenue	Garwood	NJ	Leasehold
Pathmark Stores, Inc.	10 SOUTH AVE.	Garwood	NJ	LEASEHOLD
Pathmark Stores, Inc.	651 North Stiles Street	Linden	NJ	Leasehold
Pathmark Stores, Inc.	2ND AND GIRARD	Philadelphia	PA	LEASEHOLD
Pathmark Stores, Inc.	3301 Aramingo Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	301 New Brunswick Avenue	Hopelawn	NJ	Owned
Pathmark Stores, Inc.	1000 Easton Road	Cheltenham	PA	Leasehold
Pathmark Stores, Inc.	500 Lincoln Boulevard	Fairless Hills	PA	Leasehold
Pathmark Stores, Inc.	3021 Grays Ferry Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	Wick Shopping Center, 561 Route 1	Edison	NJ	Leasehold
Pathmark Stores, Inc.	1345 Route 1	North Brunswick	NJ	Leasehold
Pathmark Stores, Inc.	1450 Clements Bridge Road	Deptford	NJ	Leasehold
Pathmark Stores, Inc.	2671 Durham Road	Bristol	PA	Leasehold
Pathmark Stores, Inc.	176-82 Cheltenham Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	130 White Horse Pike	Lawnside	NJ	Leasehold
Pathmark Stores, Inc.	Whitman Plaza SC, 330 Oregon Ave.	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	8700 Frankford Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	4160 Monument Road	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	4160 Monument Road	Philadelphia	PA	Subleased
Pathmark Stores, Inc.	2900 North Broad Street	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	5005 Edgemont Avenue	Brookhaven	PA	Leasehold
Pathmark Stores, Inc.	2580 Knights Road	Bensalem	PA	Leasehold
Pathmark Stores, Inc.	840 Cottman Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	420 McDade Boulevard,	Folsom	PA	Leasehold
Pathmark Stores, Inc.	421 South 69th Boulevard	Upper Darby	PA	Leasehold
Pathmark Stores, Inc.	Marlboro Plaza, 120 Route 9	Englishtown	NJ	Leasehold
Pathmark Stores, Inc.	95-101 New Brunswick Avenue	Hopelawn	NJ	Leasehold
Pathmark Stores, Inc.	3020 Highway 35	Hazlet	NJ	Leasehold
Pathmark Stores, Inc.	6718 Black Horse Pike	Egg Harbor (PLEASANTVILLE)	NJ	Leasehold
Pathmark Stores, Inc.	1123 Route 35	Middletown	NJ	Leasehold
Pathmark Stores, Inc.	1930 Route 88	Bricktown	NJ	Leasehold
Pathmark Stores, Inc.	1933 Highway 35	Wall	NJ	Leasehold

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	1600 Saint Georges Avenue	Woodbridge (Avenel)	NJ	Leasehold
Pathmark Stores, Inc.	1043 US Route 9	Old Bridge	NJ	Leasehold
Pathmark Stores, Inc.	1930 Route 88	Toms River	NJ	Leasehold
Pathmark Stores, Inc.	4365 Kirkwood Highway	Wilmington	DE	Leasehold
Pathmark Stores, Inc.	5100 Wellington Avenue	Ventnor	NJ	Leasehold
Pathmark Stores, Inc.	3901 Lancaster Pike	Wilmington	DE	Leasehold
Pathmark Stores, Inc.	100 College Square	Newark	DE	Leasehold
Pathmark Stores, Inc.	2881 Mount Epharaim Avenue	Camden	NJ	Leasehold
Pathmark Stores, Inc.	2881 Mount Epharaim Avenue	Camden	NJ	Subleased
Pathmark Stores, Inc.	148 Sunset Boulevard	New Castle	DE	Leasehold
Pathmark Stores, Inc.	517 Route 72	Manahawkin	NJ	Leasehold
Pathmark Stores, Inc.	2225 North 2nd St.	Millville	NJ	Leasehold
Pathmark Stores, Inc.	101 Wicks Road	Brentwood	NY	Leasehold
Pathmark Stores, Inc.	101 Wicks Road	Brentwood	NY	Subleased
Pathmark Stores, Inc.	20-60 Sunrise Highway	Bayshore	NY	Leasehold
Pathmark Stores, Inc.	300 West 145th Street	New York	NY	Leasehold
Pathmark Stores, Inc.	300 West 145th Street	New York	NY	Subleased
Pathmark Stores, Inc.	5145 Nesconset Parkway	Port Jefferson	NY	Leasehold
Pathmark Stores, Inc.	130 Wheatley Plaza	Greenvale	NY	Leasehold
Pathmark Stores, Inc.	130 Wheatley Plaza	Greenvale	NY	Subleased
Pathmark Stores, Inc.	160 East 125th Street	New York	NY	Leasehold
Pathmark Stores, Inc.	410 WEST 207TH ST. (INWOOD)	New York	NY	LEASEHOLD
Pathmark Stores, Inc.	492 EAST ATLANTIC AVENUE	EAST ROCKAWAY	NY	LEASEHOLD
Pathmark Stores, Inc.	1851 BRUCKNER BLVD	Bronx	NY	LEASEHOLD
Pathmark Stores, Inc.	1038/64 LELAND AVENUE	Bronx	NY	OWNED
Pathmark Stores, Inc.	1251 DEER PARK AVENUE	BABYLON	NY	Subleased
Pathmark Stores, Inc.	134-40 SPRINGFIELD BLVD.	SPRINGFIELD GARDENS	NY	Subleased
Pathmark Stores, Inc.	134-40 SPRINGFIELD BLVD.	SPRINGFIELD GARDENS	NY	Subleased
Pathmark Stores, Inc.	625 ATLANTIC AVENUE	BROOKLYN	NY	LEASEHOLD
Pathmark Stores, Inc.	6070 JERICHO TURNPIKE	COMMACK	NY	Subleased
Pathmark Stores, Inc.	31-06 Farrington Street	Whitestone (Flushing)	NY	Leasehold
Pathmark Stores, Inc.	1764 Grand Avenue	Baldwin	NY	Leased
Pathmark Stores, Inc.	1245 61st Street	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	4055 Merrick Road	Seaford	NY	Leased
Pathmark Stores, Inc.	92-10 Atlantic Avenue	Ozone Park	NY	Leased
Pathmark Stores, Inc.	42-02 Northern Boulevard	Long Island City	NY	Leasehold
Pathmark Stores, Inc.	2305 Jericho Parkway	Garden City	NY	Leasehold
Pathmark Stores, Inc.	460 Franklin Avenue	Franklin Square	NY	Leasehold
Pathmark Stores, Inc.	1111 Flatlands Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	1525 Albany Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	1567 ALBANY AVENUE	BROOKLYN	NY	LEASEHOLD



Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	2965 Cropsey Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	CROPSEY AVENUE (CANAL AND CONEY ISLAND CREEK)	BROOKLYN	NY	LEASEHOLD
Pathmark Stores, Inc.	155 Islip Avenue	Islip	NY	Leasehold
Pathmark Stores, Inc.	5801 Sunrise Highway	Holbrook	NY	Leasehold
Pathmark Stores, Inc.	1-37 12th Street	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	1-37 12th Street	Brooklyn	NY	Subleased
Pathmark Stores, Inc.	531 Montauk Highway	West Babylon	NY	Leasehold
Pathmark Stores, Inc.	227 Cherry Street	New York	NY	Leasehold
Pathmark Stores, Inc.	235-247 Cherry Street	New York	NY	Leasehold
Pathmark Stores, Inc.	227 Cherry Street	New York	NY	Sublease
Pathmark Stores, Inc.	227 Cherry Street	New York	NY	Subleased
Pathmark Stores, Inc.	800 Montauk Highway	Shirley	NY	Leasehold
Pathmark Stores, Inc.	800 Montauk Highway	Shirley	NY	Subleased
Pathmark Stores, Inc.	2137 Bartow Avenue	Bronx	NY	Leasehold
Pathmark Stores, Inc.	2137 Bartow Avenue	Bronx	NY	Sublease
Pathmark Stores, Inc.	1 Pathmark Plaza	Mount Vernon	NY	Leasehold
Pathmark Stores, Inc.	2335 New Hyde Park	New Hyde Park	NY	Leasehold
Pathmark Stores, Inc.	941 Carmans Road	Massapequa	NY	Leasehold
Pathmark Stores, Inc.	3901 Hempstead Turnpike	Bethpage	NY	Leasehold
Pathmark Stores, Inc.	3901 Hempstead Turnpike	Bethpage	NY	Sublease
Pathmark Stores, Inc.	961 East 174th Street	Bronx	NY	Leasehold
Pathmark Stores, Inc.	2150 Middle Country Road	Centereach	NY	Leasehold
Pathmark Stores, Inc.	683 Old Country Road	Dix Hills	NY	Leasehold
Pathmark Stores, Inc.	1897 Front Street	East Meadow	NY	Leasehold
Pathmark Stores, Inc.	1897 Front Street	East Meadow	NY	Sublease
Pathmark Stores, Inc.	Castle Center, 1720 Eastchester Road	Bronx	NY	Leasehold
Pathmark Stores, Inc.	Castle Center, 1720 Eastchester Road	Bronx	NY	Sublease
Pathmark Stores, Inc.	3785-3861 Nostrand Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	2730 Arthur Kill Road	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	2730 Arthur Kill Road	Staten Island	NY	Sublease
Pathmark Stores, Inc.	2730 Arthur Kill Road	Staten Island	NY	Sublease
Pathmark Stores, Inc.	100 Greaves Lane	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	100 Greaves Lane	Staten Island	NY	Sublease
Pathmark Stores, Inc.	2875 Richmond Avenue	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	2660 Hyland Boulevard	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	1351 Forest Avenue	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	1351 Forest Avenue	Staten Island	NY	Subleased
Pathmark Stores, Inc.	5801 Sunrise Highway	Holbrook	NY	Leasehold
Pathmark Stores, Inc.	2100 Bartow Avenue	Bronx	NY	Leasehold (office)
Pathmark Stores, Inc.	200 Milik Street	Carteret	NJ	Leasehold (office)
Pathmark Stores, Inc.	2110 Route 130	Edgewater Park	NJ	Owned (gas station)
Pathmark Stores, Inc.	269-279 Ferry Street	Newark	NJ	Leasehold
Pathmark Stores, Inc.	269-279 Ferry Street	Newark	NJ	Sublease

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	945 BALD HILL	Warwick	RI	LEASED
Pathmark Stores, Inc.	1151 West St. George Avenue	Linden	NJ	Leasehold
Pathmark Stores, Inc.	5070 Jonestown Road	Harrisburg	PA	Leasehold
Pathmark Stores, Inc.	700 Suffolk Avenue	Brentwood	NY	Leasehold
Pathmark Stores, Inc.	639 Route 17	Paramus	NJ	Owned
Pathmark Stores, Inc.	673 Somerset Street,	Franklin	NJ	Owned
Pathmark Stores, Inc.	673 Somerset Street,	Franklin	NJ	Subleased
Pathmark Stores, Inc.	Route 1 & Atlantic Avenue	Fairless Hills	PA	Owned
Pathmark Stores, Inc.	Route 1 & Atlantic Avenue	Fairless Hills	PA	Subleased
Pathmark Stores, Inc.	1797 Dutch Broadway	Ehnont	NY	Leasehold
Pathmark Stores, Inc.	4030 Merrick Road	Seaford	NY	Leasehold
A&P	3600 PARK AVENUE	S. Plainfield	NJ	Leased
Pathmark Stores, Inc.	Route 440 & Kellogg St.	Jersey City	NJ	Sublease
Pathmark Stores, Inc.	420 GRAND STREET	Jersey City	NJ	Leased
Pathmark Stores, Inc.	115 Belmont Avenue	Belleville	NJ	Owned
Pathmark Stores, Inc.	115 Belmont Avenue	Belleville	NJ	Sublease
Pathmark Stores, Inc.	405 Route 17	Hackensack	NJ	Leasehold
Pathmark Stores, Inc.	450 Hackensack Avenue	Hackensack	NJ	Leasehold
Pathmark Stores, Inc.	2660 Hylan Boulevard	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	Botany Plaza - 85 Ackerman Ave.	Clifton	NJ	Leasehold
Pathmark Stores, Inc.	Botany Plaza - 85 Ackerman Ave.	Clifton	NJ	Subleased
Pathmark Stores, Inc.	4100 Park Avenue	Weehawkin	NJ	Leasehold
Pathmark Stores, Inc.	2115 69th Street	North Bergen	NJ	Leasehold
Pathmark Stores, Inc.	58 Broadway	Elmwood Park	NJ	Leasehold
Pathmark Stores, Inc.	895 Paillison Avenue	Clifton	NJ	Owned
Pathmark Stores, Inc.	281-295 Ferry Street	Newark	NJ	Leasehold
Pathmark Stores, Inc.	145 Passaic Avenue	Kearny	NJ	Leasehold
Pathmark Stores, Inc.	481-555 River Rd	Edgewater	NJ	Leasehold
Pathmark Stores, Inc.	498 East 30th Street	Paterson	NJ	Leasehold
Pathmark Stores, Inc.	80 New Bridge Road	Bergenfield	NJ	Leasehold
Pathmark Stores, Inc.	1510 Route 46	West Paterson	NJ	Leasehold
Pathmark Stores, Inc.	2200 Maple Avenue	Fairlawn	NJ	Leasehold
Pathmark Stores, Inc.	Lyons Plaza , 471-79 Lyons AVENUE	Irvington	NJ	Leasehold
Pathmark Stores, Inc.	175 Lakeside Boulevard	Landing	NJ	Leasehold
Pathmark Stores, Inc.	411 Valley Street	South Orange	NJ	Leasehold
Pathmark Stores, Inc.	35 Lackawanna Plaza	Montclair	NJ	Leasehold
Pathmark Stores, Inc.	277 Eisenhower Parkway	Livingston	NJ	Leasehold
Pathmark Stores, Inc.	1157 Route 46	Parsippany	NJ	Leasehold
Pathmark Stores, Inc.	1157 Route 46	Parsippany	NJ	Sublease
Pathmark Stores, Inc.	25 Kinnelon Road	Kinnelon	NJ	Leasehold
Pathmark Stores, Inc.	757 Route 15	Lake Hopatcong	NJ	NA
Pathmark Stores, Inc.	831 Route 10	Whippany	NJ	Leasehold
Pathmark Stores, Inc.	211 Elmora Avenue	Elizabeth	NJ	Leasehold
Pathmark Stores, Inc.	Kmart Plaza, 140 Route 10	Randolph	NJ	Leasehold
Pathmark Stores, Inc.	195 East Route 59	Nanuet	NY	Leasehold

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	195 East Route 59	Nanuet	NY	Sublease
Pathmark Stores, Inc.	1757 Central Park Avenue	Yonkers	NY	Leasehold
Pathmark Stores, Inc.	371 Central Avenue	Hartsdale	NY	Leasehold
Pathmark Stores, Inc.	130 Midland Avenue	Port Chester	NY	Leasehold
Pathmark Stores, Inc.	2540 Central Park Avenue	North Yonkers	NY	Leasehold
Pathmark Stores, Inc.	10 Triangle 17 Plaza	Ransey	NJ	Leasehold
Pathmark Stores, Inc.	1188 Route 22 East	North Plainfield	NJ	Leasehold
Pathmark Stores, Inc. [assigned from A&P]	4999 Stelton Road	South Plainfield	NJ	Leasehold
Pathmark Stores, Inc.	1665 Oak Tree Road	Edison	NJ	Leasehold
Pathmark Stores, Inc.	242 Lincoln Boulevard	Middlesex	NJ	Leasehold
Pathmark Stores, Inc.	977 Valley Road	Gillette	NJ	Leasehold
Pathmark Stores, Inc.	315 Route 206	Hillsborough	NJ	Leasehold
Pathmark Stores, Inc.	10 South Avenue	Garwood	NJ	Leasehold
Pathmark Stores, Inc.	651 North Stiles Street	Linden	NJ	Leasehold
Pathmark Stores, Inc.	2ND AND GIRARD	Philadelphia	PA	LEASEHOLD
Pathmark Stores, Inc.	3301 Aramingo Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	301 New Brunswick Avenue	Hopelawn	NJ	Owned
Pathmark Stores, Inc.	1000 Easton Road	Cheltlenham	PA	Leasehold
Pathmark Stores, Inc.	500 Lincoln Boulevard	Fairless Hills	PA	Leasehold
Pathmark Stores, Inc.	3021 Grays Ferry Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	Wick Shopping Center, 561 Route 1	Edison	NJ	Leasehold
Pathmark Stores, Inc.	1345 Route 1	North Brunswick	NJ	Leasehold
Pathmark Stores, Inc.	1450 Clements Bridge Road	Deptford	NJ	Leasehold
Pathmark Stores, Inc.	2671 Durham Road	Bristol	PA	Leasehold
Pathmark Stores, Inc.	176-82 Chelten Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	130 White Horse Pike	Lawnside	NJ	Leasehold
Pathmark Stores, Inc.	130 White Horse Pike	Lawnside	NJ	Subleased
Pathmark Stores, Inc.	Whitman Plaza SC, 330 Oregon Ave.	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	8700 Frankford Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	4160 Monument Road	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	4160 Monument Road	Philadelphia	PA	Subleased
Pathmark Stores, Inc.	2900 North Broad Street	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	5005 Edgemont Avenue	Brookhaven	PA	Leasehold
Pathmark Stores, Inc.	5005 Edgemont Avenue	Brookhaven	PA	Subleased
Pathmark Stores, Inc.	2580 Knights Road	Bensalem	PA	Leasehold
Pathmark Stores, Inc.	840 Cottman Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	840 Cottman Avenue	Philadelphia	PA	Subleased
Pathmark Stores, Inc.	420 McDade Boulevard,	Folsom	PA	Leasehold
Pathmark Stores, Inc.	420 McDade Boulevard,	Folsom	PA	Subleased
Pathmark Stores, Inc.	421 South 69th Boulevard	Upper Darby	PA	Leasehold
Pathmark Stores, Inc.	Marlboro Plaza, 120 Route 9	Englishtown	NJ	Leasehold
Pathmark Stores, Inc.	95-101 New Brunswick Avenue	Hopelawn	NJ	Leasehold
Pathmark Stores, Inc.	95 NEW BRUNSWICK AVE.	HOPELAWN	NJ	Leasehold
Pathmark Stores, Inc.	3020 Highway 35	Hazlet	NJ	Leasehold
Pathmark Stores, Inc.	6718 Black Horse Pike	Egg Harbor	NJ	Leasehold

Debtor	Address	City	SState	Owned or Leased
		(PLEASANTVILLE)		
Pathmark Stores, Inc.	1123 Route 35	Middletown	NJ	Leasehold
Pathmark Stores, Inc.	1930 Route 88	Bricktown	NJ	Leasehold
Pathmark Stores, Inc.	1933 Highway 35	Wall	NJ	Leasehold
Pathmark Stores, Inc.	1600 Saint Georges Avenue	Woodbridge (Avenel)	NJ	Leasehold
Pathmark Stores, Inc.	1043 US Route 9	Old Bridge	NJ	Leasehold
Pathmark Stores, Inc.	1043 US Route 9	Old Bridge	NJ	Subleased
Pathmark Stores, Inc.	1930 Route 88	Toms River	NJ	Leasehold
Pathmark Stores, Inc.	4365 Kirkwood Highway	Wilmington	DE	Leasehold
Pathmark Stores, Inc.	5100 Wellington Avenue	Ventnor	NJ	Leasehold
Pathmark Stores, Inc.	3901 Lancaster Pike	Wilmington	DE	Leasehold
Pathmark Stores, Inc.	100 College Square	Newark	DE	Leasehold
Pathmark Stores, Inc.	2881 Mount Epharaim Avenue	Camden	NJ	Leasehold
Pathmark Stores, Inc.	2881 Mount Epharaim Avenue	Camden	NJ	Subleased
Pathmark Stores, Inc.	148 Sunset Boulevard	New Castle	DE	Leasehold
Pathmark Stores, Inc.	517 Route 72	Manahawkin	NJ	Leasehold
Pathmark Stores, Inc.	2225 North 2nd St.	Millville	NJ	Leasehold
Pathmark Stores, Inc.	101 Wicks Road	Brentwood	NY	Leasehold
Pathmark Stores, Inc.	101 Wicks Road	Brentwood	NY	Subleased
Pathmark Stores, Inc.	20-60 Sunrise Highway	Bayshore	NY	Leasehold
Pathmark Stores, Inc.	300 West 145th Street	New York	NY	Leasehold
Pathmark Stores, Inc.	300 West 145th Street	New York	NY	Subleased
Pathmark Stores, Inc.	5145 Nesconset Parkway	Port Jefferson	NY	Leasehold
Pathmark Stores, Inc.	5145 Nesconset Parkway	Port Jefferson	NY	Subleased
Pathmark Stores, Inc.	130 Wheatley Plaza	Greenvale	NY	Leasehold
Pathmark Stores, Inc.	130 Wheatley Plaza	Greenvale	NY	Subleased
Pathmark Stores, Inc.	160 East 125th Street	New York	NY	Leasehold
Pathmark Stores, Inc.	160 East 125th Street	New York	NY	Sublease
Pathmark Stores, Inc.	160 East 125th Street	New York	NY	Sublease
Pathmark Stores, Inc.	410 WEST 207TH STREET (INWOOD)	New York	NY	OWNED
Pathmark Stores, Inc.	410 WEST 207TH ST. (INWOOD)	New York	NY	LEASEHOLD
Pathmark Stores, Inc.	492 EAST ATLANTIC AVENUE	EAST ROCKAWAY	NY	LEASEHOLD
Pathmark Stores, Inc.	492 EAST ATLANTIC AVENUE	EAST ROCKAWAY	NY	Subleased
Pathmark Stores, Inc.	1851 BRUCKNER BLVD	Bronx	NY	LEASEHOLD
Pathmark Stores, Inc.	1038/64 LELAND AVENUE	Bronx	NY	OWNED
Pathmark Stores, Inc.	399 ROUTE 112	PATCHOGUE	NY	Subleased
Pathmark Stores, Inc.	399 ROUTE 112	PATCHOGUE	NY	Subleased
Pathmark Stores, Inc.	1251 DEER PARK AVENUE	BABYLON	NY	Subleased
Pathmark Stores, Inc.	134-40 SPRINGFIELD BLVD.	SPRINGFIELD GARDENS	NY	Subleased
Pathmark Stores, Inc.	625 ATLANTIC AVENUE	BROOKLYN	NY	LEASEHOLD
Pathmark Stores, Inc.	625 ATLANTIC AVENUE	BROOKLYN	NY	Subleased

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	6070 JERICHO TURNPIKE	COMMACK	NY	Subleased
Pathmark Stores, Inc.	31-06 Farrington Street	Whitestone (Flushing)	NY	Leasehold
Pathmark Stores, Inc.	31-06 Farrington Street	Whitestone (Flushing)	NY	Sublease
Pathmark Stores, Inc.	1764 Grand Avenue	Baldwin	NY	Leased
Pathmark Stores, Inc.	1764 Grand Avenue	Baldwin	NY	Subleased
Pathmark Stores, Inc.	1245 61st Street	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	1245 61st Street	Brooklyn	NY	Subleased
Pathmark Stores, Inc.	4055 Merrick Road	Seaford	NY	Leased
Pathmark Stores, Inc.	4055 Merrick Road	Seaford	NY	Subleased
Pathmark Stores, Inc.	92-10 Atlantic Avenue	Ozone Park	NY	Leased
Pathmark Stores, Inc.	92-10 Atlantic Avenue	Ozone Park	NY	Subleased
Pathmark Stores, Inc.	42-02 Northern Boulevard	Long Island City	NY	Leasehold
Pathmark Stores, Inc.	42-02 Northern Boulevard	Long Island City	NY	Sublease
Pathmark Stores, Inc.	2305 Jericho Parkway	Garden City	NY	Leasehold
Pathmark Stores, Inc.	460 Franklin Avenue	Franklin Square	NY	Leasehold
Pathmark Stores, Inc.	460 Franklin Avenue	Franklin Square	NY	Sublease
Pathmark Stores, Inc.	460 FRANKLIN AVENUE	Franklin Square	NY	LEASEHOLD
Pathmark Stores, Inc.	1111 Flatlands Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	1111 Flatlands Avenue	Brooklyn	NY	Subleased
Pathmark Stores, Inc.	1525 Albany Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	1567 ALBANY AVENUE	BROOKLYN	NY	LEASEHOLD
Pathmark Stores, Inc.	2965 Cropsey Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	155 Islip Avenue	Islip	NY	Leasehold
Pathmark Stores, Inc.	155 Islip Avenue	Islip	NY	Subleased
Pathmark Stores, Inc.	5801 Sunrise Highway	Holbrook	NY	Leasehold
Pathmark Stores, Inc.	5801 Sunrise Highway	Holbrook	NY	Subleased
Pathmark Stores, Inc.	1-37 12th Street	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	1-37 12th Street	Brooklyn	NY	Subleased
Pathmark Stores, Inc.	531 Montauk Highway	West Babylon	NY	Leasehold
Pathmark Stores, Inc.	531 Montauk Highway	West Babylon	NY	Subleased
Pathmark Stores, Inc.	227 Cherry Street	New York	NY	Leasehold
Pathmark Stores, Inc.	235-247 Cherry Street	New York	NY	Leasehold
Pathmark Stores, Inc.	227 Cherry Street	New York	NY	Sublease
Pathmark Stores, Inc.	800 Montauk Highway	Shirley	NY	Leasehold
Pathmark Stores, Inc.	800 Montauk Highway	Shirley	NY	Subleased
Pathmark Stores, Inc.	1 Pathmark Plaza	Mount Vernon	NY	Leasehold
Pathmark Stores, Inc.	1 Pathmark Plaza	Mount Vernon	NY	Sublease
Pathmark Stores, Inc.	2335 New Hyde Park	New Hyde Park	NY	Leasehold
Pathmark Stores, Inc.	2335 New Hyde Park	New Hyde Park	NY	Sublease
Pathmark Stores, Inc.	941 Carmans Road	Massapequa	NY	Leasehold
Pathmark Stores, Inc.	3901 Hempstead Turnpike	Bethpage	NY	Leasehold
Pathmark Stores, Inc.	3901 Hempstead Turnpike	Bethpage	NY	Sublease
Pathmark Stores, Inc.	961 East 174th Street	Bronx	NY	Leasehold
Pathmark Stores, Inc.	2150 Middle Country Road	Centereach	NY	Leasehold

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	2150 Middle Country Road	Centereach	NY	Sublease
Pathmark Stores, Inc.	683 Old Country Road	Dix Hills	NY	Leasehold
Pathmark Stores, Inc.	1897 Front Street	East Meadow	NY	Leasehold
Pathmark Stores, Inc.	1897 Front Street	East Meadow	NY	Sublease
Pathmark Stores, Inc.	Castle Center, 1720 Eastchester Road	Bronx	NY	Leasehold
Pathmark Stores, Inc.	Castle Center, 1720 Eastchester Road	Bronx	NY	Sublease
Pathmark Stores, Inc.	3785-3861 Nostrand Avenue	Brooklyn	NY	Leasehold
Pathmark Stores, Inc.	2730 Arthur Kill Road	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	2730 Arthur Kill Road	Staten Island	NY	Sublease
Pathmark Stores, Inc.	2730 Arthur Kill Road	Staten Island	NY	Sublease
Pathmark Stores, Inc.	2730 Arthur Kill Road	Staten Island	NY	Sublease
Pathmark Stores, Inc.	100 Greaves Lane	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	100 Greaves Lane	Staten Island	NY	Sublease
Pathmark Stores, Inc.	2875 Richmond Avenue	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	2875 Richmond Avenue	Staten Island	NY	Subleased
Pathmark Stores, Inc.	2660 Hyland Boulevard	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	1351 Forest Avenue	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	1351 Forest Avenue	Staten Island	NY	Subleased
Pathmark Stores, Inc.	5801 Sunrise Highway	Holbrook	NY	Leasehold
Pathmark Stores, Inc.	2100 Bartow Avenue	Bronx	NY	Leasehold (office)
Pathmark Stores, Inc.	200 Milik Street	Carteret	NJ	Leasehold (office)
Pathmark Stores, Inc.	2110 Route 130	Edgewater Park	NJ	Owned (gas station)
Pathmark Stores, Inc.	269-279 Ferry Street	Newark	NJ	Leasehold
Pathmark Stores, Inc.	269-279 Ferry Street	Newark	NJ	Sublease
Pathmark Stores, Inc.	945 BALD HILL	Warwick	RI	LEASED
Pathmark Stores, Inc.	1151 West St. George Avenue	Linden	NJ	Leasehold
Pathmark Stores, Inc.	5070 Jonestown Road	Harrisburg	PA	Leasehold
Pathmark Stores, Inc.	5070 Jonestown Road	Harrisburg	PA	Subleased
Pathmark Stores, Inc.	700 Suffolk Avenue	Brentwood	NY	Lease
Pathmark Stores, Inc.	700 Suffolk Avenue	Brentwood	NY	Subleased
Pathmark Stores, Inc.	639 Route 17	Paramus	NJ	Owned
Pathmark Stores, Inc.	639 Route 17	Paramus	NJ	Subleased
Pathmark Stores, Inc.	673 Somerset Street,	Franklin	NJ	Owned
Pathmark Stores, Inc.	673 Somerset Street,	Franklin	NJ	Subleased
Pathmark Stores, Inc.	Route 1 & Atlantic Avenue	Fairless Hills	PA	Owned
Pathmark Stores, Inc.	Route 1 & Atlantic Avenue	Fairless Hills	PA	Subleased
Pathmark Stores, Inc.	1797 Dutch Broadway	Ehont	NY	Leasehold
Pathmark Stores, Inc.	4030 Merrick Road	Seaford	NY	Leasehold
Pathmark Stores, Inc.	4030 Merrick Road	Seaford	NY	Subleased
A&P	3600 PARK AVENUE	S. Plainfield	NJ	Leased
Pathmark Stores, Inc.	Route 440 & Kellogg St.	Jersey City	NJ	Sublease
Pathmark Stores, Inc.	420 GRAND STREET	Jersey City	NJ	Leased
Pathmark Stores, Inc.	420 GRAND STREET	Jersey City	NJ	Subleased
Pathmark Stores, Inc.	726 Washington Avenue	Belleville	NJ	Leasehold

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	115 Belmont Avenue	Belleville	NJ	Owned
Pathmark Stores, Inc.	115 Belmont Avenue	Belleville	NJ	Sublease
Pathmark Stores, Inc.	405 Route 17	Hackensack	NJ	Leasehold
Pathmark Stores, Inc.	450 Hackensack Avenue	Hackensack	NJ	Leasehold
Pathmark Stores, Inc.	450 Hackensack Avenue	Hackensack	NJ	Sublease
Pathmark Stores, Inc.	2660 Hylan Boulevard	Staten Island	NY	Leasehold
Pathmark Stores, Inc.	Botany Plaza - 85 Ackerman Ave.	Clifton	NJ	Leasehold
Pathmark Stores, Inc.	Botany Plaza - 85 Ackerman Ave.	Clifton	NJ	Subleased
Pathmark Stores, Inc.	4100 Park Avenue	Weehawkin	NJ	Leasehold
Pathmark Stores, Inc.	4100 Park Avenue	Weehawkin	NJ	Subleased
Pathmark Stores, Inc.	2115 69th Street	North Bergen	NJ	Leasehold
Pathmark Stores, Inc.	58 Broadway	Elmwood Park	NJ	Leasehold
Pathmark Stores, Inc.	895 Paillison Avenue	Clifton	NJ	Owned
Pathmark Stores, Inc.	281-295 Ferry Street	Newark	NJ	Leasehold
Pathmark Stores, Inc.	281-295 Ferry Street	Newark	NJ	Subleased
Pathmark Stores, Inc.	145 Passaic Avenue	Kearny	NJ	Leasehold
Pathmark Stores, Inc.	481-555 River Rd	Edgewater	NJ	Leasehold
Pathmark Stores, Inc.	481-555 River Rd	Edgewater	NJ	Sublease
Pathmark Stores, Inc.	498 East 30th Street	Paterson	NJ	Leasehold
Pathmark Stores, Inc.	80 New Bridge Road	Bergenfield	NJ	Leasehold
Pathmark Stores, Inc.	1510 Route 46	West Paterson	NJ	Leasehold
Pathmark Stores, Inc.	2200 Maple Avenue	Fairlawn	NJ	Leasehold
Pathmark Stores, Inc.	Lyons Plaza , 471-79 Lyons AVENUE	Irvington	NJ	Leasehold
Pathmark Stores, Inc.	175 Lakeside Boulevard	Landing	NJ	Leasehold
Pathmark Stores, Inc.	411 Valley Street	South Orange	NJ	Sublease
Pathmark Stores, Inc.	411 Valley Street	South Orange	NJ	Leasehold
Pathmark Stores, Inc.	35 Lackawanna Plaza	Montclair	NJ	Leasehold
Pathmark Stores, Inc.	277 Eisenhower Parkway	Livingston	NJ	Leasehold
Pathmark Stores, Inc.	1157 Route 46	Parsippany	NJ	Leasehold
Pathmark Stores, Inc.	1157 Route 46	Parsippany	NJ	Sublease
Pathmark Stores, Inc.	25 Kinnelon Road	Kinnelon	NJ	Leasehold
Pathmark Stores, Inc.	757 Route 15	Lake Hopatcong	NJ	NA
Pathmark Stores, Inc.	831 Route 10	Whippany	NJ	Leasehold
Pathmark Stores, Inc.	211 Elmora Avenue	Elizabeth	NJ	Leasehold
Pathmark Stores, Inc.	Kmart Plaza, 140 Route 10	Randolph	NJ	Leasehold
Pathmark Stores, Inc.	195 East Route 59	Nanuet	NY	Leasehold
Pathmark Stores, Inc.	195 East Route 59	Nanuet	NY	Sublease
Pathmark Stores, Inc.	1757 Central Park Avenue	Yonkers	NY	Leasehold
Pathmark Stores, Inc.	1757 Central Park Avenue	Yonkers	NY	Subleased
Pathmark Stores, Inc.	371 Central Avenue	Hartsdale	NY	Leasehold
Pathmark Stores, Inc.	130 Midland Avenue	Port Chester	NY	Leasehold
Pathmark Stores, Inc.	130 Midland Avenue	Port Chester	NY	Subleased
Pathmark Stores, Inc.	2540 Central Park Avenue	North Yonkers	NY	Leasehold
Pathmark Stores, Inc.	2540 Central Park Avenue	North Yonkers	NY	Subleased
Pathmark Stores, Inc.	10 Triangle 17 Plaza	Ransey	NJ	Leasehold

Debtor	Address	City	SState	Owned or Leased
Pathmark Stores, Inc.	1188 Route 22 East	North Plainfield	NJ	Leasehold
Pathmark Stores, Inc. [assigned from A&P]	4999 Stelton Road	South Plainfield	NJ	Leasehold
Pathmark Stores, Inc.	1665 Oak Tree Road	Edison	NJ	Leasehold
Pathmark Stores, Inc.	242 Lincoln Boulevard	Middlesex	NJ	Leasehold
Pathmark Stores, Inc.	977 Valley Road	Gillette	NJ	Leasehold
Pathmark Stores, Inc.	315 Route 206	Hillsborough	NJ	Leasehold
Pathmark Stores, Inc.	10 South Avenue	Garwood	NJ	Leasehold
Pathmark Stores, Inc.	10 SOUTH AVE.	Garwood	NJ	LEASEHOLD
Pathmark Stores, Inc.	651 North Stiles Street	Linden	NJ	Leasehold
Pathmark Stores, Inc.	2ND AND GIRARD	Philadelphia	PA	LEASEHOLD
Pathmark Stores, Inc.	3301 Aramingo Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	301 New Brunswick Avenue	Hopelawn	NJ	Owned
Pathmark Stores, Inc.	1000 Easton Road	Cheltenham	PA	Leasehold
Pathmark Stores, Inc.	1000 Easton Road	Cheltenham	PA	Subleased
Pathmark Stores, Inc.	500 Lincoln Boulevard	Fairless Hills	PA	Leasehold
Pathmark Stores, Inc.	500 Lincoln Boulevard	Fairless Hills	PA	Subleased
Pathmark Stores, Inc.	3021 Grays Ferry Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	Wick Shopping Center, 561 Route 1	Edison	NJ	Leasehold
Pathmark Stores, Inc.	1345 Route 1	North Brunswick	NJ	Leasehold
Pathmark Stores, Inc.	1450 Clements Bridge Road	Deptford	NJ	Leasehold
Pathmark Stores, Inc.	2671 Durham Road	Bristol	PA	Leasehold
Pathmark Stores, Inc.	176-82 Cheltenham Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	130 White Horse Pike	Lawnside	NJ	Leasehold
Pathmark Stores, Inc.	130 White Horse Pike	Lawnside	NJ	Subleased
Pathmark Stores, Inc.	Whitman Plaza SC, 330 Oregon Ave.	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	8700 Frankford Avenue	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	4160 Monument Road	Philadelphia	PA	Leasehold
Pathmark Stores, Inc.	4160 Monument Road	Philadelphia	PA	Subleased
A&P	TWO PARAGON DRIVE	MONTVALE	NJ	Leased
A&P	45 MAYHILL STREET	SADDLE BROOK	NJ	Leased
A&P	90 DELAWARE AVENUE	PATERSON	NJ	Leased
A&P	90 DELAWARE AVE.	PATERSON	NJ	Subleased
A&P	90 DELAWARE AVENUE	PATERSON	NJ	Leased
A&P	20 NORWICH AVENUE	NORWICH	CT	Leased
A&P	20 NORWICH AVENUE	NORWICH	CT	Subleased
A&P	12 QUEEN ANNE ROAD	CHATHAM	MA	Leased
A&P	12 QUEEN ANNE ROAD	CHATHAM	MA	Subleased
A&P	40 FENN ROAD	NEWINGTON	CT	Leased
A&P	25 BROADWAY AVENUE	MYSTIC	CT	Leased
A&P	2400 BERLIN TURNPIKE	NEWINGTON	CT	Leased
A&P	113-121 BOSTON POST ROAD	WATERFORD	CT	Leased
A&P	90 HALLS ROAD	OLD LYME	CT	Leased
A&P	288 ELM STREET	NEW CANAAN	CT	Leased



Debtor	Address	City	SState	Owned or Leased
A&P	1259 BOSTON POST RD.	OLD GREENWICH	CT	Leased
A&P	42 DANBURY ROAD	RIDGEFIELD	CT	Leased
A&P	765 PINE STREET	BRISTOL	CT	Leased
A&P	682 LONG HILL ROAD	GROTON	CT	Leased
A&P	2512 LEE AVENUE	SANFORD	NC	Leased
A&P	2512 LEE AVENUE	SANFORD	NC	Subleased
A&P	PARK AVENUE	PERTERSBURG	WV	Leased
A&P	PARK AVENUE	PERTERSBURG	WV	Subleased
A&P	800 N. ROLLING ROAD	CATONSVILLE	MD	Leased
A&P	800 N. ROLLING ROAD	CATONSVILLE	MD	Subleased
A&P	1238 PUTTY HILL	TOWSON	MD	Leased
A&P	1238 PUTTY HILL	TOWSON	MD	Subleased
A&P	903 TAYLOR AVENUE	BALTIMORE	MD	Leased
A&P	2401 CLEANLEIGH DRIVE	BALTIMORE	MD	Leased
A&P	7931 BALTIMORE ANAPOLIS ROAD	GLEN BURNIE	MD	Leased
A&P	7931 BALTIMORE ANAPOLIS ROAD	GLEN BURNIE	MD	Subleased
A&P	115 ANNAPOLIS RD.	ODENTON	MD	Leased
A&P	115 ANNAPOLIS RD.	ODENTON	MD	Subleased
A&P	344 HOSPITAL DRIVE	GLEN BURNIE	MD	Leased
A&P	344 HOSPITAL DRIVE	GLEN BURNIE	MD	Subleased
A&P	10320 FESTIVAL LANE	MANASSAS	VA	Leased
A&P	10320 FESTIVAL LANE	MANASSAS	VA	Subleased
A&P	110 SHANGRI-LA DRIVE	LEXINGTON PARK	MD	Leased
A&P	110 SHANGRI-LA DRIVE	LEXINGTON PARK	MD	Subleased
A&P	13813 FOULGER SQUARE	WOODBIDGE	VA	Leased
A&P	13813 FOULGER SQUARE	WOODBIDGE	VA	Subleased
A&P	10780 LEE HIGHWAY	FAIRFAX	VA	Leased
A&P	10780 LEE HIGHWAY	FAIRFAX	VA	Subleased
A&P	ROUTE 15 & 29 NORTH	CULPEPPER	VA	Leased
A&P	BALTIMORE & UNION AVENUES	LANSDOWNE	PA	Owned
A&P	9830 BUSTLETON AVENUE & COTTMAN	PHILADELPHIA	PA	Leased
A&P	124 EAST MAIN STREET	SMITHTOWN	NY	Leased
A&P	124 EAST MAIN STREET	SMITHTOWN	NY	Subleased
A&P	2040 FOREST AVENUE	STATEN ISLAND	NY	Leased
A&P	380 DOWNING DRIVE	YORKTOWN HEIGHTS	NY	Leased
A&P	6013-6023 EIGHTH AVENUE	BROOKLYN	NY	Leased
A&P	6013-6023 EIGHTH AVENUE	BROOKLYN	NY	Subleased
A&P	975 NOSTRAND AVENUE	BROOKLYN	NY	Leased
A&P	975 NOSTRAND AVENUE	BROOKLYN	NY	Subleased

Debtor	Address	City	SState	Owned or Leased
A&P	MONTAUK HIGHWAY AND PANTIAGO ROAD	EAST HAMPTON	NY	Leased
A&P	592 FT. WASHINGTON	NEW YORK	NY	Leased
A&P	TWO HUNTINGTON TRIANGLE	MELLVILLE	NY	SUBLEASE
A&P	CHAMBERLAIN & BERKSHIRE VALLEY RD.	MILTON	NJ	Leased
A&P	2328 PLAINFIELD AVENUE	SOUTH PLAINFIELD	NJ	Leased
A&P	2328 PLAINFIELD AVENUE	SOUTH PLAINFIELD	NJ	Subleased
A&P	217 HARRISON STREET	NUTLEY, NJ	NJ	Subleased
A&P	280 ELM STREET	NEW CANAAN	CT	Leased
A&P	250 WEST 50TH STREET	NEW YORK	NY	Leased
A&P	160 W. PUTNAM AVENUE	GREENWICH	CT	Leased
A&P	1490 DAYTON AVE.	GREENWICH	CT	Leased
A&P	401 E. 59th St.	NEW YORK	NY	Leased
A&P	307 WEST 26TH ST.	NEW YORK	NY	Leased
A&P	10 UNION SQUARE EAST	NEW YORK	NY	Leased
A&P	475 SIXTH AVENUE	NEW YORK	NY	Leased
A&P	1175 THIRD AVENUE	NEW YORK	NY	Leased
A&P	1450 THIRD AVENUE @ 82ND STREET	NEW YORK	NY	Leased
A&P	1331 FIRST AVENUE	NEW YORK	NY	Leased
A&P	2008 BROADWAY @ 68TH STREET	NEW YORK	NY	Leased
A&P	1211 MADISON AVENUE	NEW YORK	NY	Leased
A&P	305 E. 86TH ST.	NEW YORK	NY	Leased
A&P	1066 THIRD AVENUE (63RD)	NEW YORK	NY	Leased
A&P	200 EAST 32ND STREET	NEW YORK	NY	Leased
A&P	57 ROUTE 46, SUITE 204	HACKETTSTOWN	NJ	Leased
A&P	30 IRVINGTON ST. & MADISON	WESTWOOD	NJ	Leased
A&P	30 IRVINGTON ST. & MADISON	WESTWOOD	NJ	Subleased
A&P	445 PLEASANT WAY	WEST ORANGE	NJ	LEASED
A&P	21-23 SUMMIT AVE.	SUMMIT	NJ	Leased
A&P	1205 RICHMOND AVENUE	POINT PLEASANT BEACH	NJ	Leased
A&P	45 PEARL STREET	METUCHEN	NJ	Leased
A&P	RINGWOOD AVE. & DOTY ROAD	HASKELL	NJ	Leased
A&P	1103 RT 46 & HOWARD BLVD	LEDGEWOOD	NJ	Leased
A&P	534 BERGEN BOULEVARD	PALISADES PARK	NJ	Leased
A&P	937 LINCOLN AVENUE	GLEN ROCK	NJ	Leased
A&P	15501 BUSTLETON AVENUE	PHILADELPHIA	PA	Leased
A&P	7300 ROSWELL ROAD, NE	ATLANTA	GA	Leased
A&P	3715 MUNDY MILL ROAD	OAKWOOD, GA	GA	Leased
A&P	3715 MUNDY MILL ROAD	OAKWOOD, GA	GA	Subleased

Debtor	Address	City	SState	Owned or Leased
A&P	1820 HIGHWAY 20	CONYERS	GA	Leased
A&P	1820 HIGHWAY 20	CONYERS	GA	Subleased
A&P	304 S. POPLAR STREET	ELIZABETHTOWN	NC	Leased
A&P	304 S. POPLAR STREET	ELIZABETHTOWN	NC	Subleased
A&P	RIBAUT ROAD PORT	PORT ROYAL	SC	Leased
A&P	RIBAUT ROAD PORT	PORT ROYAL	SC	Subleased
A&P	515 NORTH HOUSTON ST	WARNER ROBINS	GA	Owned
A&P	7135 VETERANS BOULEVARD	METAIRIE	LA	Leased
A&P	7135 VETERANS BOULEVARD	METAIRIE	LA	Subleased
A&P	125 E SIDE BEACON ST.	ST LAUREL	MS	Leased
A&P	125 E SIDE BEACON ST.	ST LAUREL	MS	Subleased
A&P	1210 LA SALLE STREET	MCCOMB	MS	Leased
A&P	1210 LA SALLE STREET	MCCOMB	MS	Subleased
A&P	35 MAIN STREET	DANBURY	CT	Leased
A&P	ROUTE 51 (90 HALLS ROAD)	OLD LYME	CT	Leased
A&P	1201 HIGH RIDGE ROAD	STAMFORD	CT	Leased
A&P	455 ROUTE 206	BEDMINSTER	NJ	LEASED
A&P	ROUTE 44 & NORTH AVENUE	PLEASANT VALLEY	NY	Leased
A&P	EAST MAN STREET & ROUTE 6	SHRUB OAK	NY	Leased
A&P	ROUTE 6 & MILLER ROAD	MAHOPAC	NY	Leased
A&P	20 WELCHER AVENUE	PEEKSKILL	NY	Leased
A&P	SAW MILL RIVER ROAD	YORKTOWN HEIGHTS	NY	Leased
A&P	450 MAIN STREET	ARMONK	NY	Leased
A&P	ROUTE 100 & 133	MILLWOOD	NY	Leased
A&P	ROUTE 22	BEDFORD	NY	Leased
A&P	1301 SKIPPACK PIKE	SCENTER SQUARE	PA	Leased
A&P	2333 WELSH ROAD	LANSDALE	PA	Leased
A&P	322 W. BRIDGE ST.	NEW HOPE	PA	Leased
A&P	5101 EAST DRIVE	ARBUTUS	MD	Leased
A&P	SECURITY BLVD.	BALTIMORE	MD	Leased
A&P	SECURITY BLVD.	BALTIMORE	MD	Subleased
A&P	1020-1040W 41ST STREET	BALTIMORE	MD	Leased
A&P	1763 CHESACO AVENUE	ROSEDALE	MD	Leased
A&P	1763 CHESACO AVENUE	ROSEDALE	MD	Subleased
A&P	504 E. RIDGEVILLE BLVD.	MT. AIRY	MD	Leased
A&P	504 E. RIDGEVILLE BLVD.	MT. AIRY	MD	Subleased
A&P	WASHINGTON STREET & BEALL AVE	ROCKVILLE	MD	Leased
A&P	8905 BELAIR ROAD	NOTTINGHAM	MD	Leased
A&P	8905 BELAIR ROAD	NOTTINGHAM	MD	Subleased

Debtor	Address	City	SState	Owned or Leased
A&P	599 W. BALTIMORE NATIONAL PIKE,	BEL AIR	MD	Leased
A&P	ROUTE 213 17 WASHINGTON SQUARE	CHERSTERTOWN	MD	Leased
A&P	3301 NORTH RIDGE RD.	ELLCOTT CITY	MD	Leased
A&P	7280 MONTGOMERY ROAD	ELKRIDGE	MD	Leased
A&P	2825 GLENN DALE ROAD	BOWIE	MD	Leased
A&P	125 W. COLLEGE AVENUE	SALISBURY	MD	Leased
A&P	9507 COASTAL HIGHWAY	OCEAN CITY	MD	Leased
A&P	37 W. AYLESBURY AVE.	TIMONIUM	MD	Leased
A&P	37 W. AYLESBURY AVE.	TIMONIUM	MD	Subleased
A&P	7740 RITCHIE HIGHWAY	GLEN BURNIE	MD	Leased
A&P	1238 BAY DALE DRIVE	ARNOLD	MD	Leased
A&P	11531 COASTAL HWY	OCEAN CITY	MD	Leased
A&P	7709 HARFORD ROAD	PARKVILLE	MD	Leased
A&P	ENGLAR ROAD & ROUTE 140	WESTMINSTER	MD	Leased
A&P	3901 ASPEN HELL ROAD	WHEATON	MD	Leased
A&P	5830 BALLENGER CREEK PIKE	FREDERICK	MD	Leased
A&P	40 SOURER ROAD AT N. MAPLE	BRUNSWICK	MD	Leased
A&P	4330 48TH STREET N.W.	WASHINGTON	DC	Leased
A&P	12028 CHERRY HILL ROAD	WHITE OAK	MD	Leased
A&P	1643 ROUTE 82 SUITE 1	LAGRANGEVILLE	NY	Leased
A&P	PADANARUM ROAD	DANBURY	CT	Leased
A&P	PADANARUM ROAD	DANBURY	CT	Subleased
A&P	RT. 6	MOHEGAN LAKE	NY	Leased
A&P	RT. 6	MOHEGAN LAKE	NY	Subleased
A&P	ROUTE 6 & STONELEIGH AVENUE	CARMEL	NY	Leased
A&P	3113 ROUTE #22	PATTERSON	NY	Leased
A&P	3113 ROUTE #22	PATTERSON	NY	Subleased
A&P	RT.22	BREWSTER	NY	Leased
A&P	RT.22	BREWSTER	NY	Subleased
A&P	12 CEDAR STREET	BRONXVILLE	NY	Leased
A&P	829 ROUTE 82	HOPEWELL JUNCTION	NY	Leased
A&P	1233 NEPPERHAN AVENUE	YONKERS	NY	Leased
A&P	366 PELHAM ROAD	NEW ROCHELLE	NY	Leased
A&P	23 QUAKER RIDGE ROAD	NEW ROCHELLE	NY	Leased
A&P	132 BEDFORD ROAD	KATONAH	NY	Leased
A&P	ROUTE 117 & PRESTON WAY	MT KISCO	NY	Leased
A&P	46-40 FRANCIS LEWIS BLVD.	WESTBURY	NY	Leased
A&P	595 OLD COUNTRY ROAD	WESTBURY	NY	Leased
A&P	500 WEST MERRICK ROAD	VALLEY	NY	Leased

Debtor	Address	City	SState	Owned or Leased
		STREAM		
A&P	75 MAYHILL STREET	SADDLEBROOK	NJ	Leased
A&P	614-632 CLINTON STREET	HOBOKEN	NJ	Leased
A&P	1260 SPRINGFIELD AVENUEJ	NEW PROVIDENCE	NJ	Leased
A&P	ROUTE 533 & BROOKS BLVD	MANVILLE	NJ	Leased
A&P	407 KING GEORGE ROAD	BASKING RIDGE	NJ	Leased
A&P	RT. #94 & LAMBERT RD.	BLAIRSTOWN	NJ	Leased
A&P	RT. #94 & LAMBERT RD.	BLAIRSTOWN	NJ	Subleased
A&P	2424 FLATBUSH AVENUE	BROOKLYN	NY	Leased
A&P	328 UNION AVENUE	HOLBROOK	NY	Leased
A&P	40 VANDERBILT PKWY	COMMACK	NY	Leased
A&P	NEWTOWN LANE	EAST HAMPTON	NY	Leased
A&P	N. MAIN ST. & JAGGER AVE.	SOUTHAMPTON	NY	Leased
A&P	N. MAIN ST. & JAGGER AVE.	SOUTHAMPTON	NY	Subleased
A&P	10205 MAIN ROAD	MATTITUCK	NY	Leased
A&P	289 BERGEN BLVD	FAIRVIEW	NJ	Leased
A&P	175 AVENUE A	BAYONNE	NJ	Leased
A&P	175 AVENUE A	BAYONNE	NJ	Subleased
A&P	550 MYRTLE AVENUE	BOONTON	NJ	Leased
A&P	550 MYRTLE AVENUE	BOONTON	NJ	Subleased
A&P	ANDERSON & EDGEWATER ROADS	FAIRVIEW	NJ	Leased
A&P	136 LAKE AVENUE	MIDLAND PARK	NJ	Leased
A&P	136 LAKE AVENUE	MIDLAND PARK	NJ	Sublease
A&P	RT 515 & RT 94	VERNON	NJ	Leased
A&P	RT 35 & SHREWSBURY	TINTON FALLS	NJ	Leased
A&P	63 WANAQUE AVENUE	POMPTON LAKES	NJ	Leased
A&P	45 DE MERCURIO DRIVE & W.	ALLENDAL	NJ	Leased
A&P	5734 BERKSHIRE VALLEY ROAD	JEFFERSON TOWNSHIP	NJ	Leased
A&P	123 EAST MAIN STREET	DENVILLE	NJ	Leased
A&P	907 OAK TREE ROAD SOUTH	PLAINFIELD	NJ	Leased
A&P	285 PASCACK ROAD	WASHINGTON TOWNSHIP	NJ	Leased
A&P	59 OUTWATER LANE	GARFIELD	NJ	Leased
A&P	ROUTE 35 & LAUREL AVENUE	HOLMDEL	NJ	Leased
A&P	500 CHESTNUT RIDGE ROAD	WOODCLIFF LAKE	NJ	Leased
A&P	500 CHESTNUT RIDGE ROAD	WOODCLIFF LAKE	NJ	SUBLEASE
A&P	560 VALLEY ROAD	WAYNE	NJ	Leased
A&P	117 FRANKLIN TPK	MAHWAH	NJ	Leased
A&P	117 FRANKLIN TPK	MAHWAH	NJ	SUBLEASE

Debtor	Address	City	SState	Owned or Leased
A&P	ROUTE 23	SUSSEX	NJ	Leased
A&P	WARWICK TURNPIKE	WEST MILFORD	NJ	Leased
A&P	WARWICK TURNPIKE	WEST MILFORD	NJ	Subleased
A&P	110-112 WASHINGTON STREET	MORRISTOWN	NJ	Leased
A&P	110-112 WASHINGTON STREET	MORRISTOWN	NJ	Subleased
A&P	148 CENTER GROVE ROAD	RANDOLPH	NJ	Leased
A&P	148 CENTER GROVE ROAD	RANDOLPH	NJ	Subleased
A&P	396 DEMAREST AVE.	CLOSTER	NJ	Leased
A&P	SUTTON PLAZA - RT 293	FLANDERS	NJ	Leased
A&P	RT.46 & LACKAWANNA AVE.	WEST PATERSON	NJ	Leased
A&P	LEMOINE AVE. & HUDSON ST. & HOYT AVE	FORT LEE	NJ	Leased
A&P	LEMOINE AVE. & HUDSON ST. & HOYT AVE	FORT LEE	NJ	Subleased
A&P	1261 BOSTON POST ROAD OLD	OLD GREENWICH	CT	Leased
A&P	19 BELLEVILLE AVENUE BLOOMFIELD NJ	BLOOMFIELD	NJ	Leased
A&P	1185 AMBOY AVENUE	EDISON	NJ	Leased
A&P	WASHINGTON VALLEY ROAD	WARRENVILLE	NJ	Leased
A&P	616 E. MAIN STREET	LANSDALE	PA	Leased
A&P	ROUTE 513 & LITTLE BROOK	CALIFON	NJ	Leased
A&P	ROUTE 31 & ASBURY ANDERSON RD	WASHINGTON	NJ	Leased
A&P	ROUTE 9 & BAYSHORE DRIVE	BARNEGET	NJ	Leased
A&P	RT. 9 & TRANS OLD BRIDGE RD.	OLD BRIDGE	NJ	Leased
A&P	RT. 9 & TRANS OLD BRIDGE RD.	OLD BRIDGE	NJ	Subleased
A&P	6400 AMBOY RD. @ BEDELL RD.	STATEN ISLAND	NY	Leased
A&P	325 ROUTE 35	CLIFFWOOD	NJ	Leased
A&P	325 ROUTE 35	CLIFFWOOD	NJ	Subleased
A&P	1060 RARITAN ROAD	CLARK	NJ	Leased
A&P	52 WESTFIELD AVENUE	CLARK	NJ	Leased
A&P	789 ST. GEORGES AVENUE	WOODBIDGE	NJ	Leased
A&P	453 VALLEY STREET	MAPLEWOOD	NJ	Leased
A&P	507 PROSPECT STREET	LITTLE SILVER	NJ	Leased
A&P	375 TOMPKINS AVENUE	STATEN ISLAND	NY	Leased
A&P	510 VALLEY ROAD	MONTCLAIR	NJ	Leased
A&P	801 KENILWORTH BLVD.	KENILWORTH	NJ	Leased
A&P	801 KENILWORTH BLVD.	KENILWORTH	NJ	Subleased
A&P	ROUTE 46 & ROUTE 519	BELVIDERE	NJ	Leased
A&P	10 CHAMBERS BRIDGE RD & RT 70	BRICKTOWN	NJ	Leased
A&P	647 ROUTE 18	EAST BRUNSWICK	NJ	Leased
A&P	MILLTOWN & GEORGES ROAD	NORTH	NJ	Leased

Debtor	Address	City	SState	Owned or Leased
		BRUNSWICK		
A&P	580 CENTRAL AVENUE	NEW PROVIDENCE	NJ	Leased
A&P	105 SOUTH AVENUE	FANWOOD	NJ	Leased
A&P	5 ORTLEY PLAZA SEASIDE HEIGHTS	ORTLEY BEACH	NJ	Leased
A&P	5 ORTLEY PLAZA SEASIDE HEIGHTS	ORTLEY BEACH	NJ	Sublease
A&P	WASHINGTON VALLEY ROAD, ROUTE 202 & 206	PLUCICEMIN	NJ	Leased
A&P	ROUTE 36 & VALLEY DRIVE	NAVESINK	NJ	Leased
A&P	ROUTE 520 & 79	MARLBORO	NJ	Leased
A&P	2007 ROUTE 35	WALL TOWNSHIP	NJ	Leased
A&P	49 OLD ROUTE 22	CLINTON	NJ	Owned
A&P	7 NAUGHRIGHT ROAD	MT OLIVE	NJ	Leased
A&P	500 RT 23	POMPTON PLAINS	NJ	Leased
A&P	4 MEMORIAL DRIVE	LODI	NJ	Leased
A&P	250 E. LANCASTER AVE. & RT. WO	WYNNEWOOD	PA	Leased
A&P	1110 YOUNGSFORD ROAD & RIGHTERS MILL ROA	GLADWYNE	PA	Leased
A&P	2465 SOUTH BROAD ST.	HAMILTON TWP.	NJ	Leased
A&P	RT. 38 & EAYRESTOWN ROAD	MT HOLLY	NJ	Leased
A&P	RT 70 & PLYMOUTH	EVESHAM	NJ	Leased
A&P	609 E. BAY AVENUE & MILL CREEK LANDING R	MANAHAWKIN	NJ	Leased
A&P	26TH ST. & DELAWARE AVENUE	NORTH WILDWOOD	NJ	Leased
A&P	100 WEST AVENUE	OCEAN CITY	NJ	Leased
A&P	MARSH & SILVERSIDE ROADS	WILMINGTON	DE	Leased
A&P	2044 NEW CASTLE AVENUE & STAMM BLVD	NEW CASTLE	DE	Leased
A&P	401 NEW LONDON ROAD AND & COUNTRY CLUB	NEWARK	DE	Leased
A&P	25 GREENTREE DRIVE & ROUTE 8	DOVER	DE	Leased
A&P	RIDGE AVENUE & DOMINO	PHILADELPHIA	PA	Leased
A&P	5TH & PINE STREET	PHILADELPHIA	PA	Leased
A&P	10TH & SOUTH STREETS	PHILADELPHIA	PA	Leased
A&P	336 NORTH BROADWAY	JERICHO	NY	Leased
A&P	890 WALT WHITMAN ROAD	MELVILLE	NY	Leased
A&P	805 MAMARONECK AVENUE	MAMARONECK	NY	Leased
A&P	668 CENTRAL PARK AVENUE	SCARSDALE	NY	Leased
A&P	ROUTE 22 & 138	GOLDENS BRIDGE	NY	Leased
A&P	199 KINDERKAMACK ROAD	PARK RIDGE	NJ	Leased
A&P	19-21 AVE AT PORT IMPERIAL	WEST NEW YORK	NJ	Leased

Debtor	Address	City	SState	Owned or Leased
A&P	35400 MICHIGAN AVENUE	WAYNE	MI	Leased
A&P	20125 ANN ARBOR TRAIL	DEARBORN HEIGHTS	MI	Leased
A&P	20125 ANN ARBOR TRAIL	DEARBORN HEIGHTS	MI	Subleased
A&P	900 Northfield Road	BEDFORD, OH	OH	Leased
A&P	900 Northfield Road	BEDFORD, OH	OH	Subleased
A&P	31240 GROESBECK HIGHWAY	FRASER	MI	Leased
A&P	31240 GROESBECK HIGHWAY	FRASER	MI	Subleased
A&P	43 OLYMPIA STREET	VERSAILLES	PA	Leased
A&P	43 OLYMPIA STREET	VERSAILLES	PA	Subleased
A&P	4331 KIRK ROAD	AUSTINTOWN	OH	Leased
A&P	4331 KIRK ROAD	AUSTINTOWN	OH	Subleased
A&P	1001 BOSTON PROVIDENCE HIGHWAY	NORWOOD	MA	Leased
A&P	1001 BOSTON PROVIDENCE HIGHWAY	NORWOOD	MA	Subleased
A&P	2262 JEROME AVENUE	BRONXVILLE	NY	Leased
A&P	2262 JEROME AVENUE	BRONXVILLE	NY	Subleased
A&P	ROUTE 3	LEECHBURG	PA	Leased
A&P	ROUTE 3	LEECHBURG	PA	Subleased
A&P	386 FULTON AVENUE	HEMPSTEAD	NY	Leased
A&P	386 FULTON AVENUE	HEMPSTEAD	NY	Subleased
A&P	953 MANHATTAN AVENUE	GREENPOINT	NY	Leased
A&P	953 MANHATTAN AVENUE	GREENPOINT	NY	Subleased
A&P	72 W. BELLWOOD	BETHALTO	IL	Leased
A&P	72 W. BELLWOOD	BETHALTO	IL	Subleased
A&P	4711 W. 30TH STREET	INDIANAPOLIS	IN	Leased
A&P	20 N. GILBERT	DANVILLE	IL	Owned
A&P	20 N. GILBERT	DANVILLE	IL	Leased
A&P	6851 Gulfport Blvd.	S. Pasadena	FL	Leased
A&P	6851 Gulfport Blvd.	S. Pasadena	FL	Subleased
A&P	616 E. MAIN STREET	LANSDALE	PA	Leased
A&P	ROUTE 513 & LITTLE BROOK	CALIFON	NJ	Leased
A&P	ROUTE 31 & ASBURY ANDERSON RD	WASHINGTON	NJ	Leased
A&P	ROUTE 9 & BAYSHORE DRIVE	BARNEGET	NJ	Leased
A&P	RT. 9 & TRANS OLD BRIDGE RD.	OLD BRIDGE	NJ	Leased
A&P	RT. 9 & TRANS OLD BRIDGE RD.	OLD BRIDGE	NJ	Subleased
A&P	6400 AMBOY RD. @ BEDELL RD.	STATEN ISLAND	NY	Leased
A&P	325 ROUTE 35	CLIFFWOOD	NJ	Leased
A&P	325 ROUTE 35	CLIFFWOOD	NJ	Subleased
A&P	1060 RARITAN ROAD	CLARK	NJ	Leased
A&P	52 WESTFIELD AVENUE	CLARK	NJ	Leased
A&P	789 ST. GEORGES AVENUE	WOODBIDGE	NJ	Leased
A&P	453 VALLEY STREET	MAPLEWOOD	NJ	Leased



Debtor	Address	City	SState	Owned or Leased
A&P	507 PROSPECT STREET	LITTLE SILVER	NJ	Leased
A&P	375 TOMPKINS AVENUE	STATEN ISLAND	NY	Leased
A&P	510 VALLEY ROAD	MONTCLAIR	NJ	Leased
A&P	801 KENILWORTH BLVD.	KENILWORTH	NJ	Leased
A&P	801 KENILWORTH BLVD.	KENILWORTH	NJ	Subleased
A&P	ROUTE 46 & ROUTE 519	BELVIDERE	NJ	Leased
A&P	10 CHAMBERS BRIDGE RD & RT 70	BRICKTOWN	NJ	Leased
A&P	647 ROUTE 18	EAST BRUNSWICK	NJ	Leased
A&P	MILLTOWN & GEORGES ROAD	NORTH BRUNSWICK	NJ	Leased
A&P	580 CENTRAL AVENUE	NEW PROVIDENCE	NJ	Leased
A&P	105 SOUTH AVENUE	FANWOOD	NJ	Leased
A&P	105 SOUTH AVE	FANWOOD	NJ	Leased
A&P	5 ORTLEY PLAZA SEASIDE HEIGHTS	ORTLEY BEACH	NJ	Leased
A&P	5 ORTLEY PLAZA SEASIDE HEIGHTS	ORTLEY BEACH	NJ	Sublease
A&P	WASHINGTON VALLEY ROAD, ROUTE 202 & 206	PLUCICEMIN	NJ	Leased
A&P	ROUTE 36 & VALLEY DRIVE	NAVESINK	NJ	Leased
A&P	ROUTE 520 & 79	MARLBORO	NJ	Leased
A&P	2007 ROUTE 35	WALL TOWNSHIP	NJ	Leased
A&P	49 OLD ROUTE 22	CLINTON	NJ	Owned
A&P	7 NAUGHRIGHT ROAD	MT OLIVE	NJ	Leased
A&P	500 RT 23	POMPTON PLAINS	NJ	Leased
A&P	4 MEMORIAL DRIVE	LODI	NJ	Leased
A&P	250 E. LANCASTER AVE. & RT. WO	WYNNEWOOD	PA	Leased
A&P	1110 YOUNGSFORD ROAD & RIGHTERS MILL ROA	GLADWYNE	PA	Leased
A&P	2465 SOUTH BROAD ST.	HAMILTON TWP.	NJ	Leased
A&P	RT. 38 & EAYRESTOWN ROAD	MT HOLLY	NJ	Leased
A&P	RT 70 & PLYMOUTH	EVESHAM	NJ	Leased
A&P	609 E. BAY AVENUE & MILL CREEK LANDING R	MANAHAWKIN	NJ	Leased
A&P	26TH ST. & DELAWARE AVENUE	NORTH WILDWOOD	NJ	Leased
A&P	100 WEST AVENUE	OCEAN CITY	NJ	Leased
A&P	MARSH & SILVERSIDE ROADS	WILMINGTON	DE	Leased
A&P	2044 NEW CASTLE AVENUE & STAMM BLVD	NEW CASTLE	DE	Leased
A&P	401 NEW LONDON ROAD AND & COUNTRY CLUB	NEWARK	DE	Leased

Debtor	Address	City	SState	Owned or Leased
A&P	25 GREENTREE DRIVE & ROUTE 8	DOVER	DE	Leased
A&P	RIDGE AVENUE & DOMINO LANE	PHILADELPHIA	PA	Leased
A&P	5TH & PINE STREET	PHILADELPHIA	PA	Leased
A&P	10TH & SOUTH STREETS	PHILADELPHIA	PA	Leased
A&P	336 NORTH BROADWAY	JERICO	NY	Leased
A&P	890 WALT WHITMAN ROAD	MELVILLE	NY	Leased
A&P	805 MAMARONECK AVENUE	MAMARONECK	NY	Leased
A&P	668 CENTRAL PARK AVENUE	SCARSDALE	NY	Leased
A&P	ROUTE 22 & 138	GOLDENS BRIDGE	NY	Leased
A&P	199 KINDERKAMACK ROAD	PARK RIDGE	NJ	Leased
A&P	19-21 AVE AT PORT IMPERIAL	WEST NEW YORK	NJ	Leased
A&P	35400 MICHIGAN AVENUE	WAYNE	MI	Leased
A&P	20125 ANN ARBOR TRAIL	DEARBORN HEIGHTS	MI	Leased
A&P	20125 ANN ARBOR TRAIL	DEARBORN HEIGHTS	MI	Subleased
A&P	900 Northfield Road	BEDFORD, OH	OH	Leased
A&P	900 Northfield Road	BEDFORD, OH	OH	Subleased
A&P	31240 GROESBECK HIGHWAY	FRASER	MI	Leased
A&P	31240 GROESBECK HIGHWAY	FRASER	MI	Subleased
A&P	43 OLYMPIA STREET	VERSAILLES	PA	Leased
A&P	43 OLYMPIA STREET	VERSAILLES	PA	Subleased
A&P	4331 KIRK ROAD	AUSTINTOWN	OH	Leased
A&P	4331 KIRK ROAD	AUSTINTOWN	OH	Subleased
A&P	1001 BOSTON PROVIDENCE HIGHWAY	NORWOOD	MA	Leased
A&P	1001 BOSTON PROVIDENCE HIGHWAY	NORWOOD	MA	Subleased
A&P	2262 JEROME AVENUE	BRONXVILLE	NY	Leased
A&P	2262 JEROME AVENUE	BRONXVILLE	NY	Subleased
A&P	ROUTE 3	LEECHBURG	PA	Leased
A&P	ROUTE 3	LEECHBURG	PA	Subleased
A&P	386 FULTON AVENUE	HEMPSTEAD	NY	Leased
A&P	386 FULTON AVENUE	HEMPSTEAD	NY	Subleased
A&P	953 MANHATTAN AVENUE	GREENPOINT	NY	Leased
A&P	953 MANHATTAN AVENUE	GREENPOINT	NY	Subleased
A&P	72 W. BELLWOOD	BETHALTO	IL	Leased
A&P	72 W. BELLWOOD	BETHALTO	IL	Subleased
A&P	4711 W. 30TH STREET	INDIANAPOLIS	IN	Leased
A&P	20 N. GILBERT	DANVILLE	IL	Owned
A&P	20 N. GILBERT	DANVILLE	IL	Leased
A&P	6851 Gulfport Blvd.	S. Pasadena	FL	Leased
A&P	6851 Gulfport Blvd.	S. Pasadena	FL	Subleased

Debtor	Address	City	SState	Owned or Leased
A&P	RIDGE AVENUE & DOMINO LANE	PHILADELPHIA	PA	Leased
A&P	5TH & PINE STREET	PHILADELPHIA	PA	Leased
A&P	10TH & SOUTH STREETS	PHILADELPHIA	PA	Leased
A&P	336 NORTH BROADWAY	JERICO	NY	Leased
A&P	890 WALT WHITMAN ROAD	MELVILLE	NY	Leased
A&P	805 MAMARONECK AVENUE	MAMARONECK	NY	Leased
A&P	668 CENTRAL PARK AVENUE	SCARSDALE	NY	Leased
A&P	ROUTE 22 & 138	GOLDENS BRIDGE	NY	Leased
A&P	199 KINDERKAMACK ROAD	PARK RIDGE	NJ	Leased
A&P	19-21 AVE AT PORT IMPERIAL	WEST NEW YORK	NJ	Leased
A&P	35400 MICHIGAN AVENUE	WAYNE	MI	Leased
A&P	20125 ANN ARBOR TRAIL	DEARBORN HEIGHTS	MI	Leased
A&P	20125 ANN ARBOR TRAIL	DEARBORN HEIGHTS	MI	Subleased
A&P	900 Northfield Road	BEDFORD, OH	OH	Leased
A&P	900 Northfield Road	BEDFORD, OH	OH	Subleased
A&P	31240 GROESBECK HIGHWAY	FRASER	MI	Leased
A&P	31240 GROESBECK HIGHWAY	FRASER	MI	Subleased
A&P	43 OLYMPIA STREET	VERSAILLES	PA	Leased
A&P	43 OLYMPIA STREET	VERSAILLES	PA	Subleased
A&P	4331 KIRK ROAD	AUSTINTOWN	OH	Leased
A&P	4331 KIRK ROAD	AUSTINTOWN	OH	Subleased
A&P	1001 BOSTON PROVIDENCE HIGHWAY	NORWOOD	MA	Leased
A&P	1001 BOSTON PROVIDENCE HIGHWAY	NORWOOD	MA	Subleased
A&P	2262 JEROME AVENUE	BRONXVILLE	NY	Leased
A&P	2262 JEROME AVENUE	BRONXVILLE	NY	Subleased
A&P	ROUTE 3	LEECHBURG	PA	Leased
A&P	ROUTE 3	LEECHBURG	PA	Subleased
A&P	386 FULTON AVENUE	HEMPSTEAD	NY	Leased
A&P	386 FULTON AVENUE	HEMPSTEAD	NY	Subleased
A&P	953 MANHATTAN AVENUE	GREENPOINT	NY	Leased
A&P	953 MANHATTAN AVENUE	GREENPOINT	NY	Subleased
A&P	72 W. BELLWOOD	BETHALTO	IL	Leased
A&P	72 W. BELLWOOD	BETHALTO	IL	Subleased
A&P	4711 W. 30TH STREET	INDIANAPOLIS	IN	Leased
A&P	20 N. GILBERT	DANVILLE	IL	Owned
A&P	20 N. GILBERT	DANVILLE	IL	Leased
A&P	6851 Gulfport Blvd.	S. Pasadena	FL	Leased
A&P	6851 Gulfport Blvd.	S. Pasadena	FL	Subleased
Plainbridge LLC	286 Homestead Avenue	Avenel	NJ	Owned)

Debtor	Address	City	SState	Owned or Leased
Plainbridge, LLC	979 Church Road	Cherry Hill	NJ	Leased
Plainbridge, LLC	50 Lawrence Road	Broomall	PA	Owned
Plainbridge, LLC	4578 U.S. Highway 9	Howell	NJ	Leased
Plainbridge, LLC	5020 Jericho Turnpike	Commack	NY	Leased
Plainbridge, LLC	5020 Jericho Turnpike	Commack	NY	Subleased
Plainbridge, LLC	330 Connecticut Avenue	Norwalk	CT	Leased
Plainbridge, LLC	330 Connecticut Avenue	Norwalk	CT	Sublease
Plainbridge, LLC	8B Court South, Sutton Kilmer Industrial Park	Edison	NJ	Leased
Bridge Stuart, Inc.	2110 Route 130	Edgewater Park	NJ	Owned
Bridge Stuart, Inc.	95-101 New Brunswick Avenue	Hopelawn	NJ	Leased
Bridge Stuart, Inc.	95-101 New Brunswick Avenue	Hopelawn	NJ	Subleased
East Brunswick Stuart LLC	50 Racetrack Road	East Brunswick	NJ	Owned
East Brunswick Stuart LLC	50 Racetrack Road	East Brunswick	NJ	Leased
MacDade Boulevard Stuart LLC	140 North MacDade Boulevard	Glenolden	PA	Leased
Borman's, Inc.	10900 BELLEVILLE	Belleville	MI	Leased
Borman's, Inc.	1085 E. CARO ROAD	Caro	MI	Leased
Borman's, Inc.	7121 DIXIE HIGHWAY	Clarkston	MI	Leased
Borman's, Inc.	4998 DIXIE HIGHWAY	Waterford	MI	Leased
Borman's, Inc.	730 PONTIAC TRAIL	Walled Lake	MI	Leased
Borman's, Inc.	13777 EUREKA ROAD	Southgate	MI	Leased
Borman's, Inc.	21800 W 11 MILE RD	Southfield	MI	Leased
Borman's, Inc.	1255 S. MAIN ST.	Chelsea	MI	Leased
Borman's, Inc.	1255 S. MAIN ST.	Chelsea	MI	Sublease
Borman's, Inc.	225 CANTON CENTER SOUTH I	Canton	MI	Leased
Borman's, Inc.	20880 FORT STREET	Riverview	MI	Leased
Borman's, Inc.	20880 FORT STREET	Riverview	MI	Subleased
Borman's, Inc.	12250 EAST JEFFERSON	Detroit	MI	Leased
Borman's, Inc.	21592 ECORSE ROAD	Taylor	MI	Leased
Borman's, Inc.	50 N. GROESBECK HWY.	Mt. Clemens	MI	Leased
Borman's, Inc.	161 S. MILFORD ROAD	Milford	MI	Leased
Borman's, Inc.	GRATIOT & 23 MILE ROAD	Chesterfield	MI	Leased
Borman's, Inc.	20601 WEST WARREN STREET	Dearborn Heights	MI	Leased
Borman's, Inc.	15100 SILVER LAKE PKWY.	Fenton	MI	Leased
Borman's, Inc.	15100 SILVER LAKE PKWY.	Fenton	MI	Subleased
Borman's, Inc.	13390 N. LEROY	Fenton	MI	Leased
Borman's, Inc.	13390 N. LEROY	Fenton	MI	Subleased
Borman's, Inc.	45300 HAYES ROAD	Macomb	MI	Leased
Borman's, Inc.	45300 HAYES ROAD	Macomb	MI	Subleased
Borman's, Inc.	13255 15 MILE ROAD	Sterling Heights	MI	Leased
Borman's, Inc.	1335 E. MICHIGAN AVENUE	Saline	MI	Leased
Borman's, Inc.	1335 E. MICHIGAN AVENUE	Saline	MI	Subleased

Debtor	Address	City	SState	Owned or Leased
Borman's, Inc.	44777 MOUND RD. STERLING	Sterling Heights	MI	Leased
Borman's, Inc.	54750 SHELBY ROAD	Shelby Twp	MI	Leased
Borman's, Inc.	14601 E. TWELVE MILE ROAD	Warren	MI	Leased
Borman's, Inc.	9080 HIGHLAND ROAD	White Lake	MI	Leased
Borman's, Inc.	29751 SEVEN MILE ROAD	Livonia	MI	Leased
Borman's, Inc.	407 S. TELEGRAPH ROAD	Monroe	MI	Leased
Borman's, Inc.	6555 SASHABAW ROAD	Clarkston	MI	Leased
Borman's, Inc.	6555 SASHABAW ROAD	Clarkston	MI	Subleased
Borman's, Inc.	3520 PINE GROVE	Port Huron	MI	Leased
Borman's, Inc.	3520 PINE GROVE	Port Huron	MI	Subleased
Borman's, Inc.	50820 SCHOENHERR ROAD	Utica	MI	Leased
Borman's, Inc.	50820 SCHOENHERR ROAD	Utica	MI	Subleased
Borman's, Inc.	36622 FIVE MILE ROAD	Livonia	MI	Leased
Borman's, Inc.	36622 FIVE MILE ROAD	Livonia	MI	Subleased
Borman's, Inc.	5112 N.W. S. HIGHWAY 23I	Oscoda	MI	Leased
Borman's, Inc.	5112 N.W. S. HIGHWAY 23I	Oscoda	MI	Subleased
Borman's, Inc.	373 NORTH WILLOWBROOK ROAD	Coldwater	MI	Leased
Borman's, Inc.	373 NORTH WILLOWBROOK ROAD	Coldwater	MI	Subleased
Borman's, Inc.	4270 W. VIENNA ROAD	Clio	MI	Leased
Borman's, Inc.	2763 E. GRAND RIVER	East Lansing	MI	Leased
Borman's, Inc.	2763 E. GRAND RIVER	East Lansing	MI	Subleased
Borman's, Inc.	5801 W. SAGINAW HWY.	Delta Twp	MI	Leased
Borman's, Inc.	5801 W. SAGINAW HWY.	Delta Twp	MI	Subleased
Borman's, Inc.	3020 WASHTENAW AVE. I	Ypsilanti	MI	Leased
Borman's, Inc.	5080 CORUNNA	Flint	MI	Leased
Borman's, Inc.	5080 CORUNNA	Flint	MI	Subleased
Borman's, Inc.	605 WEST SANILAC	Sandusky	MI	Leased
Borman's, Inc.	3711 LAPEER ROAD	Flint	MI	Leased
Borman's, Inc.	1315 WASHINGTON STREET	Midland	MI	Leased
Borman's, Inc.	35400 E. MICHIGAN AVENUE	Wayne	MI	Leased
Borman's, Inc.	35400 E. MICHIGAN AVENUE	Wayne	MI	Subleased
Borman's, Inc.	19150 TELEGRAPH RD.	Detroit	MI	Leased
Borman's, Inc.	19150 TELEGRAPH RD.	Detroit	MI	Subleased
Borman's, Inc.	8000 W. OUTER DRIVE	Detroit	MI	Leased
Borman's, Inc.	8000 W. OUTER DRIVE	Detroit	MI	Subleased
Borman's, Inc.	3995 FOURTEEN MILE ROAD	Sterling Heights	MI	Leased
Borman's, Inc.	3995 FOURTEEN MILE ROAD	Sterling Heights	MI	Subleased
Borman's, Inc.	18718 BORMAN AVENUE	Detroit	MI	Leased
Borman's, Inc.	28700 PLYMOUTH ROAD	Livonia	MI	Leased
Borman's, Inc.	28700 PLYMOUTH ROAD	Livonia	MI	Subleased
Borman's, Inc.	1894 WEAVER ROAD	DETROIT	MI	OWNED
APW SUPERMARKETS, INC.	2879 GRAND BOULEVARD	BALDWIN	NY	Leased

Debtor	Address	City	SState	Owned or Leased
APW SUPERMARKETS, INC.	SUNSET AVENUE	WESTHAMPTON BEACH	NY	Leased
APW SUPERMARKETS, INC.	84 JERICHO TURNPIKE	COMMACK	NY	Leased
APW SUPERMARKETS, INC.	OLD COUNTRY AND MILL	RIVERHEAD	NY	Leased
APW SUPERMARKETS, INC.	3600 LONG BEACH ROAD	OCEANSIDE	NY	Leased
APW SUPERMARKETS, INC.	1235 VETERANS MEMORIAL HIGHWAY	HAUPPAUGE	NY	Leased
APW SUPERMARKETS, INC.	777 PULASKI ROAD	GREENLAWN	NY	Leased
APW SUPERMARKETS, INC.	812 MONTAUK HWY CENTER	MORICHES	NY	Leased
APW SUPERMARKETS, INC.	81-21 NEW UTRECHT AVENUE	BROOKLYN	NY	Owned
APW SUPERMARKETS, INC.	81-21 NEW UTRECHT AVENUE	BROOKLYN	NY	GROUND LEASE
APW SUPERMARKETS, INC.	50 E. HOFFMAN AVE.	LINDENHURST	NY	Leased
APW SUPERMARKETS, INC.	50 E. HOFFMAN AVE.	LINDENHURST	NY	Subleased
APW SUPERMARKETS, INC.	1934 MIDDLE COUNTRY ROAD	CENTEREACH	NY	Leased
APW SUPERMARKETS, INC.	5508 SUNRISE HIGHWAY	MASSAPEQUA	NY	Leased
APW SUPERMARKETS, INC.	20TH AVENUE & 132ND STREET	COLLEGE POINT	NY	Leased
APW SUPERMARKETS, INC.	20TH AVENUE & 132ND STREET	COLLEGE POINT	NY	Subleased
APW SUPERMARKETS, INC.	NESCONSET HIGHWAY	SETAUKET	NY	Leased
APW SUPERMARKETS, INC.	MERRICK RD. & CHERNUCHA	MERRICK	NY	Leased
APW SUPERMARKETS, INC.	3377 HEMPSTEAD TURNPIKE	LEVITTOWN	NY	Leased
APW SUPERMARKETS, INC.	4560 SUNRISE HWY	OAKDALE	NY	Leased
APW SUPERMARKETS, INC.	2162 NESCONSET HIGHWAY	STONY BROOK	NY	Leased
APW SUPERMARKETS, INC.	245 ROUTE 25A	ROCKY POINT	NY	Leased
APW SUPERMARKETS, INC.	255TH STREET & UNION TURNPIKE	GLEN OAKS	NY	Leased
APW SUPERMARKETS, INC.	40 GREAT NECK ROAD	GREAT NECK	NY	Leased
APW SUPERMARKETS, INC.	35-10 FRANCIS LEWIS BLVD	BAYSIUDE	NY	Leased
APW SUPERMARKETS, INC.	MT. SINAI ROAD & RT 25	SELDEN	NY	Leased
APW	83-25 153RD AVENUE	HOWARD	NY	Leased

Debtor	Address	City	SState	Owned or Leased
SUPERMARKETS, INC.		BEACH		
APW SUPERMARKETS, INC.	1050 WILLIS AVENUE	ALBERTSON	NY	Leased
APW SUPERMARKETS, INC.	905 ATLANTIC AVENUE	BALDWIN	NY	Leased
APW SUPERMARKETS, INC.	702 HICKSVILLE ROAD	MASSAPEQUA	NY	Leased
APW SUPERMARKETS, INC.	1960 DEER PARK AVENUE	DEER PARK	NY	Leased
APW SUPERMARKETS, INC.	210 TARRYTOWN ROAD	GREENBURGH	NY	Leased
WALDBAUM INC.	79 TURNPIKE SQUARE	MILFORD	CT	Leased
WALDBAUM INC.	79 TURNPIKE SQUARE	MILFORD	CT	Subleased
WALDBAUM INC.	35 MAIN STREET	DANBURY	CT	Leased
WALDBAUM INC.	31 E. PROSPECT AVENUE	MT VERNON	NY	Leased
WALDBAUM INC.	31 E. PROSPECT AVENUE	MT VERNON	NY	Subleased
WALDBAUM INC.	81-21 NEW UTRECHT AVENUE	BROOKLYN	NY	LEASED
WALDBAUM INC.	1425 KENNEDY BOULEVARD	NORTH BERGEN	NJ	Leased
WALDBAUM INC.	1700 PARK AVENUE	BRIDGEPORT	CT	Leased
WALDBAUM INC.	207 WEBSTER SQUARE ROAD	BERLIN	CT	Leased
WALDBAUM INC.	2475 JERICHO TPKE	GARDEN CITY	NY	Leased
WALDBAUM INC.	3100 OCEAN DRIVE	BROOKLYN	NY	Leased
WALDBAUM INC.	60 WALL STREET	HUNTINGTON	NY	Leased
WALDBAUM INC.	2149-2151 RALPH AVENUE	BROOKLYN	NY	Leased
WALDBAUM INC.	440 W. SUNRISE HWY. N.	PATCHOGUE	NY	Leased
WALDBAUM INC.	196-35 HORACE HARDING BLVD	FLUSHING	NY	Leased
WALDBAUM INC.	575 BOSTON POST ROAD	PORTCHESTER	NY	Leased
WALDBAUM INC.	154TH STREET 10TH AVENUE	WHITESTONE	NY	Leased
WALDBAUM INC.	154TH STREET 10TH AVENUE	WHITESTONE	NY	Subleased
WALDBAUM INC.	3377 HEMPSTEAD TURNPIKE, LEVITTOWN, NY	LEVITTOWN	NY	Leased
WALDBAUM INC.	2 WESTBURY AVENUE	CARLE PLACE	NY	Leased
WALDBAUM INC.	112-15 BEACH CHANNEL DRIVE	BELLE HARBOR	NY	Leased
WALDBAUM INC.	112-15 BEACH CHANNEL DRIVE	BELLE HARBOR	NY	Subleased
WALDBAUM INC.	MC LEAN & CENTRAL PARK AVE	YONKERS	NY	Leased
WALDBAUM INC.	601 PORTION & CENACLE ROAD	LAKE RONKONKOMA	NY	Leased
WALDBAUM INC.	213-15 26TH AVENUE	BAY TERRACE	NY	Leased
WALDBAUM INC.	450 MAIN STREET	FARMINGDALE	NY	Leased
WALDBAUM INC.	450 MAIN STREET	FARMINGDALE	NY	Subleased
WALDBAUM INC.	1530 FRONT ST.	EAST MEADOW	NY	Leased
WALDBAUM INC.	125 18TH STREET	JERSEY CITY	NJ	Leased
WALDBAUM INC.	75-55 31ST STREET	JACKSON HEIGHTS	NY	Leased
WALDBAUM INC.	399 OCEAN AVENUE	ROCKVILLE CENTRE	NY	Leased
WALDBAUM INC.	15601 CROSSBAY BOULEVARD	HOWARD	NY	Leased

Debtor	Address	City	SState	Owned or Leased
		BEACH		
WALDBAUM INC.	15601 CROSSBAY BOULEVARD	HOWARD BEACH	NY	Subleased
WALDBAUM INC.	1-1 PARK PLAZA	GLEN HEAD	NY	Leased
WALDBAUM INC.	85 PARK AVENUE	LONG BEACH	NY	Subleased
WALDBAUM INC.	655 MONTAUK HWY.	EAST PATCHOGUE	NY	LEASED
WALDBAUM INC.	725 SUNRISE HWY	W. BABYLON	NY	Leased
WALDBAUM INC.	300 MONTAUK HWY	EAST ISLIP	NY	Leased
WALDBAUM INC.	711 E. JERICHO TURNPIKE	HUNTINGTON STATION	NY	Leased
SHOPWELL	592 FT WASHINGTON	NEW YORK	NY	Subleased
SHOPWELL	250 WEST 50TH STREET	NEW YORK	NY	Leased
SHOPWELL	250 WEST 50TH STREET	NEW YORK	NY	Sublease
SHOPWELL	501 EAST 79TH STREET (1498 YORK AVENUE)	NEW YORK	NY	Subleased
SHOPWELL	475 SIXTH AVENUE	NEW YORK	NY	Leased
SHOPWELL	475 SIXTH AVENUE	NEW YORK	NY	Subleased
SHOPWELL	969 SECOND AVENUE @ E. 51ST STREET	NEW YORK	NY	Leased
SHOPWELL	250 WEST 90TH STREET AT BROADWAY	NEW YORK	NY	Leased
SHOPWELL	2101 BROADWAY	NEW YORK	NY	Subleased
SHOPWELL	452 WEST 43RD STREET	NEW YORK	NY	Leased
SHOPWELL	316 1/2 GREENWICH STREET	NEW YORK	NY	Leased
SHOPWELL	ROUTE 303 & LAKE ROAD	VALLEY COTTAGE	NY	Leased
SHOPWELL	87 MAIN STREET	HASTINGS	NY	Leased
SHOPWELL	5661 RIVERDALE AVENUE	BRONX	NY	Leased
SHOPWELL	777 WHITE PLAINS ROAD	EASTCHESTER	NY	Leased
SHOPWELL	2005 ALBANY POST ROAD	CROTON ON THE HUDSON	NY	Leased
SHOPWELL	COLUMBUS AVENUE	THORNWOOD	NY	Leased
SHOPWELL	261 SOUTH RIDGE STREET	RYE	NY	Leased
SHOPWELL	355 HALSTEAD AVENUE,	HARRISON	NY	Leased
SHOPWELL	1886 PLEASANTVILLE ROAD	BRIARCLIFF MANOR	NY	Owned
SHOPWELL	103 KNOLLWOOD ROAD	GREENBURGH	NY	Leased
SuperFresh Food Markets, Inc.	4301 MARKET STREET	WILMINGTON	DE	Leased
SuperFresh Food Markets, Inc.	RT. 38 & MALL DRIVE	CHERRY HILL	NJ	Subleased
SuperFresh Food Markets, Inc.	18578 COASTAL HIGHWAY UNIT 14	REHOBETH BEATH	DE	Leased



<b>Debtor</b>	<b>Address</b>	<b>City</b>	<b>SState</b>	<b>Owned or Leased</b>
SuperFresh Food Markets, Inc.	8920-60 FRANKFORD AVENUE	PHILADELPHIA	PA	Leased
SuperFresh Food Markets, Inc.	222 N. CHARLES STREET	BALTIMORE	MD	Leased
SuperFresh Food Markets, Inc.	12741 OCEAN GATEWAY	OCEAN CITY	MD	Leased
SuperFresh Food Markets, Inc.	650 CUTHBERT BLVD. & MACARTHUR RD.	WESTMONT	NJ	Leased
SuperFresh Food Markets, Inc.	18578 COASTAL HIGHWAY UNIT 13	REHOBETH BEATH	DE	Leased
SuperFresh Food Markets, Inc.	700 PLAZA DRIVE	NEWARK	DE	Leased
SuperFresh Food Markets, Inc.	2101-41 COTTMAN AVE.	PHILADELPHIA	PA	Leased
SuperFresh Food Markets, Inc.	85 FRANKLIN MILLS BOULEVARD	PHILADELPHIA	PA	Leased
SuperFresh Food Markets, Inc.	7700 CRITTENDEN AVE.	PHILADELPHIA	PA	Leased
SuperFresh Food Markets, Inc.	1851 S. CHRISTOPHER COLUMBUS BLVD.	PHILADELPHIA	PA	Leased
SuperFresh Food Markets, Inc.	GOUCHER BLVD. & JOPPA ROAD BALTIMORE MD	BALTIMORE	MD	Leased
SuperFresh Food Markets, Inc.	780 CAMBRIDGE	CAMBRIDGE	MD	Leased
SuperFresh Food Markets, Inc.	ROUTE 175	ODENTON	MD	Leased
SuperFresh Food Markets, Inc.	1305 WEST CHESTER PIKE	HAVERTOWN	PA	Leased
SuperFresh Food Markets, Inc.	3070 WELSH ROAD	WILLOW GROVE	PA	LEASED
SuperFresh Food Markets, Inc.	863 E. BALTIMORE PIKE	KENNETT SQUARE	PA	Leased
SuperFresh Food Markets, Inc.	COUNTY LINE & DAVISVILLE	UPPER MORELAND	PA	Leased
SuperFresh Food Markets, Inc.	400-450 W. SWEDES FORD ROAD	DEVON	PA	Leased
SuperFresh Food Markets, Inc.	2ND ST. & BUSTLETON PIKE	RICHBORO	PA	Leased
SuperFresh Food Markets, Inc.	1601 BIG OAK ROAD	LOWER MAKEFIELD	PA	Leased
SuperFresh Food Markets, Inc.	200 SOUTH BEST AVENUE & MAIN STREET	WALNUTPORT	PA	Leased
SuperFresh Food Markets, Inc.	RT 100 & 724 NORTH	COVENTRY	PA	Leased
SuperFresh Food Markets, Inc.	501 ROUTE 113	CHESTER SPRINGS	PA	Leased
SuperFresh Food Markets, Inc.	3691 ROUTE 378	BETHLEHEM	PA	Leased

Debtor	Address	City	SState	Owned or Leased
SuperFresh Food Markets, Inc.	501 PRINCETON ROAD RD #1	HIGHTSTOWN	NJ	Leased
SuperFresh Food Markets, Inc.	20 COURT HOUSE & S. DENNIS RD.	CAPE MAY COURT HOUSE	NJ	Subleased
SuperFresh Food Markets, Inc.	ROUTE 49 AND HOOK	PENNSVILLE	NJ	Leased
SuperFresh Food Markets, Inc.	RT 30 & MIDDLE RD.	HAMMONTON	NJ	Leased
SuperFresh Food Markets, Inc.	10 SCHALKS CROSSING ROAD	PAINSBORO	NJ	Leased
SuperFresh Food Markets, Inc.	609 NORTH DUPONT BOULEVARD	MILFORD	DE	Leased
SuperFresh Food Markets, Inc.	ROUTE 13 & MAPLE ROAD	CLAYMONT	DE	Subleased
SuperFresh Food Markets, Inc.	643 CONCHESTER PIKE,	BOOTHWYN	PA	Leased
SuperFresh Food Markets, Inc.	643 CONCHESTER PIKE,	BOOTHWYN	PA	Subleased
SUPERFRESH/SAV-A-CENTER, INC.	8301 WEST JUDGE PEREZ DRIVE	CHALMETTE	LA	Leased
SUPERFRESH/SAV-A-CENTER, INC.	2424 MANHATTAN BOULEVARD	HARVEY	LA	Leased
SUPERFRESH/SAV-A-CENTER, INC.	3450 HIGHWAY 190	MANDEVILLE	LA	Subleased
SUPERFRESH/SAV-A-CENTER, INC.	8301 WEST JUDGE PEREZ DRIVE	CHALMETTE	LA	Leased
SUPERFRESH/SAV-A-CENTER, INC.	2424 MANHATTAN BOULEVARD	HARVEY	LA	Leased
SEG STORES, INC.	5555 S.W. 4TH AVE CO. LLC 708 THIRD AVENUE, 28TH FLOOR C/O BENENSON CAPITAL PARTNERS, LLC	NEW YORK	NY	Subleased
SEG STORES, INC.	555 S. WEST 4TH AVENUE	ONTARIO	OR	Subleased to Robb Enterprises, Inc., d/b/a The Red Apple, 555 SW Fourth Avenue, Ontario, OR 97914
SEG STORES, INC.	400 W. CENTER STREET	ROCK SPRINGS WY	WY	Subleased to The Benenson Capital Company 708 THird Avenue, 28th Floor New York, NY
SEG STORES, INC.	400 W. CENTER STREET	ROCK SPRINGS	WY	Subleased to Wyoming Home Center, Inc., 400 North Center Street, Rock Springs WY 82901

Debtor	Address	City	SState	Owned or Leased
SEG STORES, INC.	2396 E. 70TH STREET UT	SALT LAKE CITY	UT	Subleased to HILLSIDE PLAZA PARTNERS, LLC 1448 15TH STREET, SUITE 100 C/O DOERKEN PROPERTIES, INC. Santa Monica, CA
SEG STORES, INC.	2396 E. 70TH STREET	SALT LAKE CITY	UT	Subleased to Ruby-O, Inc., 160 E. Claybourne Avenue, Salt Lake City, UT 84115
Kohl's Food Stores, Inc.	S20 W24836 SUNSET	WAUKESHA	WI	Leased
Kohl's Food Stores, Inc.	8340 W. APPLETON AVE.	MILWAUKEE	WI	Subleased
Farmer Jack's of Ohio, Inc.	5700 MONROE STREET	SYLVANIA	OH	Leased
Farmer Jack's of Ohio, Inc.	7041 ORCHARD CENTRE	HOLLAND	OH	Leased
Fanner Jack's of Ohio, Inc.	2630 LASKEY ROAD	TOLEDO	OH	Leased
Farmer Jack's of Ohio, Inc.	2150 BYRNE ROAD	TOLEDO	OH	Leased
Farmer Jack's of Ohio, Inc.	1707 CHERRY STREET	TOLEDO	OH	Subleased
FOOD BASICS, INC.	514 VAN HOUTEN AVENUE	PASSAIC	NJ	Leased
FOOD BASICS, INC.	465 GETTY AVENUE	PATERSON	NJ	Leased
FOOD BASICS, INC.	2185 COYLE STREET	BROOKLYN	NY	Leased
FOOD BASICS, INC.	375 PATERSON AVENUE	WALLINGTON	NJ	Leased
FOOD BASICS, INC.	6201-6231 NORTH FRONT STREET	PHILADELPHIA	PA	Leased
BEST CELLARS, INC.	1291 LEXINGTON AVENUE	NEW YORK	NY	LEASED
BEST CELLARS MASSACHUSETTS, INC.	745 BROYLESTON STREET	BOSTON	MA	LEASED
BEST CELLARS VA, INC.	2855 CLARENDON AVENUE	ARLINGTON	VA	LEASED
Supermarkets Oil Company, Inc.	4030 Merrick Road	SEAFORD	NY	Leasehold
Bergen Street Pathmark, Inc.	167 Bergen Street	NEWARK	NJ	Leasehold
NORTH JERSEY PROPERTIES INC. VI	357-474 MAIN STREET	BELLEVILLE	NJ	Leased
BEV LTD	18578 COASTAL HIGHWAY UNIT 14	REHOBETH BEACH	DE	Leased
Hopelawn Property I, Inc.	6001 BULLARD AVENUE	NEW ORLEANS	LA	Leased

**Schedule 7**

**Location of Debtors' Substantial Assets, Books and Records, and Non-United States Assets**

Pursuant to Local Rule 1007-2(a)(10), the following lists the locations of the Debtors' substantial assets, the location of its books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

**Location of Debtors' Substantial Assets**

The Debtors have assets within the United States of more than \$2.5 billion, as provided in Schedule 3 (unaudited and subject to change), with substantial assets in Connecticut, Delaware, Maryland, New Jersey, New York, and Pennsylvania.

**Books and Records**

The Debtors' books and records are located at 2 Paragon Drive, Montvale, NJ 07645.

**Debtors' Assets Outside the United States**

The Debtors do not have significant assets located outside the territorial limits of the United States.

**Schedule 8**

**Summary of Legal Actions Against the Debtors**

Pursuant to Local Rule 1007-2(a)(11), the following is a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their properties where a judgment against the Debtors or a seizure of their property may be imminent.

<b>Debtor Entity(ies)</b>	<b>Name of Case</b>	<b>Case Number</b>	<b>Type of Proceeding</b>	<b>Court and Location</b>	<b>Status</b>
Borman's, Inc.	Harvard Row Investments v. Borman's, Inc., et., al.	Case No. 10-112469-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
Borman's, Inc.	Butler-Farmington Associates Limited Partnership, L.L.P. v. Borman's, Inc., et., al.	Case No. 10-111943-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
Borman's, Inc.	AC I Sterling Heights, LLC v. Borman's, Inc., et al.	Case No. 2:10-cv-14687-AJT-MJH	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Belleville Square LP v. The Great Atlantic & Pacific Tea Co., et al.	Case No. 10-010913-CK	Rent Related Litigation	Wayne County	Pending
Borman's, Inc.	St. Clair Plaza, LLC v. Borman's, Inc., et., al.	Case No. 10-112206-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
Borman's, Inc.	The Novogroder Companies, Inc., et., al., v. Borman's, Inc., et., al.	Case No. 45D041006P L00044	Rent Related Litigation	Lake Circuit/Superior Court Sitting in Lake County, Indiana -	Pending
Borman's, Inc.	Ramco/West Acres, LLC v. Borman's, Inc., et., al.	Case No. 10-94686-CK	Rent Related Litigation	Genesee County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Adams Waterford, LLC v. The Great Atlantic & Pacific Tea Company, et., al.	Case No. 10-111295-CH	Rent Related Litigation	Oakland County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Kimco White Lake 667, Inc. v. The Great Atlantic & Pacific Tea Company, Inc.	Case No. 10-C0-4942LT	Rent Related Litigation	52-2 Judicial District Court	Pending
Borman's, Inc.	Marrocco Investments v. Borman's, Inc., et., al.	Case No. 10-5424-LT	Rent Related Litigation	37th District Court	Pending
Borman's, Inc.	The Commons at Sauk Trail, LLC v. Borman's, Inc., et., al.	Case No. 10-1015-CK	Rent Related Litigation	Washtenaw County Circuit Court	Pending
Borman's, Inc.	Southgate, L.L.C. v. Borman's, Inc., et., al.	Case No. 10-111646-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
Borman's, Inc.	Centro NP Holdings 3 SPE, LLC v. Borman's, Inc., et., al.	Case No. 10-cv-13850	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
The Great Atlantic & Pacific Tea Company, Inc.	V.L.R. Fort, LLC v. Great Atlantic & Pacific Tea Company	Case No. 10-6181-CH	Rent Related Litigation	Wayne County Circuit Court	Pending
Borman's, Inc.	Cedar-Stadium Plaza, LLC v. Borman's, Inc., et., al.	Case No. 10-1516-CK	Rent Related Litigation	Ingham County Circuit Court	Pending
Borman's, Inc.	PMF Sterling Heights Properties, LLC v. Borman's, Inc., et., al.	Case No. 10-cv-12692-DML-PJK	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
Borman's, Inc.	Pontiac Mall Limited Partnership v. Borman's Inc., et al.	Case No. 2010-13662	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending

Debtor Entity(ies)	Name of Case	Case Number	Type of Proceeding	Court and Location	Status
Borman's, Inc.	Harvard Row Investments v. Borman's, Inc., et., al.	Case No. 299660	Rent Related Litigation	State of Michigan Court of Appeals	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Howard Schwartz Commercial Real Estate, LLC v. The Great Atlantic & Pacific Teac Company, Inc.	Case No. 10-114742-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
Borman's, Inc.	G/W Jefferson - St. Jean, LLC v. Borman's, Inc., et., al.	Case No. 10-cv-14021-MAG-VMM	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
Borman's, Inc.	Ramco-Gershenson Properties, L.P., v. Borman's, Inc., et., al.	Case No. 10-94687-CK	Rent Related Litigation	Genesee County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	K.M.C. Associates, LLC v. The Great Atlantic & Pacific Tea Company, Inc.	NA	Rent Related Litigation	Superior Court of New Jersey Bergen County	Pending
Borman's, Inc.	Arnold D. Becker v. Borman's, Inc., et., al.	Case No. 10-112840-CK	Rent Related Litigation	Oakland Circuit Court	Pending
Borman's, Inc.	Wayne Michigan Plaza, LLC v. Borman's, Inc., et., al.	Case No. 10-1581-LT	Rent Related Litigation	29th District Court	Pending
Borman's, Inc.	Milford Investors, LLC v. Borman's, Inc., et., al.	Case No. 10-111468-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
Borman's, Inc.	Mount Clemens Investment Group, LLC v. Borman's, Inc.	Case No. 10-2407-CK	Rent Related Litigation	Macomb County Circuit Court	Pending
Borman's, Inc.	Walled Lake Station, Inc., v. Borman's, Inc., et al	Case No. 10-114335-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Pinegrove Plaza Limited Partnership v. The Great Atlantic & Pacific Tea Company, et., al.	Case No. 10-001389-CK	Rent Related Litigation	St. Clair County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Real Estate Strategies Group, LLC v. The Great Atlantic & Pacific Tea Company, Inc.	Case No. 10-009547-CK	Rent Related Litigation	Wayne County Circuit Court	Pending
Borman's, Inc.	Centro GA Delta Center, LLC v. Borman's, Inc., et al	Case No. 10-1476-CK	Rent Related Litigation	Eaton County Circuit Court	Pending
Borman's, Inc.	Waldon Properties, Inc. v. Borman's, Inc., et al	Case No. 10-113037-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	50820 Schoenherr Road (FJ) Associates, LLC v. The Great Atlantic & Pacific Tea Company, Inc.	Case No. 01010017003 2010	Rent Related Litigation	District Court of Maryland for Baltimore City	Pending
Borman's, Inc.	Santia Family-Rainbow Plaza, LLC v. Borman's, Inc., et., al.	Case No. 10-3229-CK	Rent Related Litigation	Macomb County Circuit Court	Pending
Borman's, Inc.	Regency Realty Group, Inc. v. Borman's, Inc., et., al.	Case No. 10-112843-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
Borman's, Inc.	Riverbend Commons, L.L.C. v. Borman's, Inc., et., al.	Case No. 10-29299-CK	Rent Related Litigation	Monroe County Circuit Court	Pending
Borman's, Inc.	Riverbend Commons, L.L.C. v. Borman's, Inc., et., al.	Case No. 2:10-cv-13248	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
The Great Atlantic & Pacific Tea Company, Inc.	ATMF IV, LLC v. The Great Atlantic & Pacific Tea Company Inc.	Case No. 10-005380-CK	Rent Related Litigation	Wayne County Circuit Court	Pending
Borman's, Inc.	Tel-7 Ventures LP v. Borman's, Inc., et., al.	Case No. 10-007216-CZ	Rent Related Litigation	Wayne County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Bank of America, N.A., et., al., v. The Great Atlantic & Pacific Tea Company, Inc.	Case No. 10-cv-14336-MOB-MAR	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
Borman's, Inc.	Vienna Pointe, LLC v. Borman's, Inc., et., al.	Case No. 10-93869-CZ	Rent Related Litigation	Genesee County Circuit Court	Pending

Debtor Entity(ies)	Name of Case	Case Number	Type of Proceeding	Court and Location	Status
The Great Atlantic & Pacific Tea Company, Inc.	Colony Park - Dearborn, L.L.C. v. The Great Atlantic & Pacific Teac Company, Inc., et., al.	Case No. 10-007799-CH	Rent Related Litigation	Wayne County Circuit Court	Pending
Borman's, Inc.	Ypsilanti Real Estate Holdings, LLC v. Borman's, Inc., et. al.	Case No. 10-111646-CK	Rent Related Litigation	Oakland County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	18718 Borman's LLC v. A&P	Case No. 10-cv-4183 23829/49	Rent Related Litigation	District of New Jersey	Pending
Super Fresh Food Markets, Inc. and Food Basics, Inc.	Adams Run Shopping Center Associates, L.P. v. Super Fresh Food Markets, Inc. and Food Basics, Inc.	Case No. BER-L-8862-10 23829/55	Rent Related Litigation	New Jersey Superior Court- Bergen	Pending
Pathmark Stores, Inc.	Belleville Center, LLC v. Pathmark Stores, Inc.	Case No. ESX-L-8644-10 23829/	Rent Related Litigation	New Jersey Superior Court- Essex County	Pending
The Great Atlantic & Pacific Tea Company, Inc.	CV Summerhill v. A&P	Case No. 23829/57	Rent Related Litigation	New Jersey Superior Court - Special Civil Part - Middlesex	Pending
The Great Atlantic & Pacific Tea Company, Inc.	CV Summerhill v. A&P	Case No. 23829/57	Rent Related Litigation	New Jersey Superior Court - Middlesex	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Davidson Realty Associates, LLC v. A&P	Case No. BER-L-7998-10 23829/54	Rent Related Litigation	New Jersey Superior Court - Bergen	Pending
The Great Atlantic & Pacific Tea Company, Inc. and Super Fresh Food Markets, Inc.	DRR, L.L.C. v. A&P & Super Fresh Food Markets, Inc.	Case No. 23829/59	Rent Related Litigation	Delaware Superior Court - New Castle County	Pending
The Great Atlantic & Pacific Tea Company, Inc. and Super Fresh Food Markets, Inc.	DRR, L.L.C. v. A&P & Super Fresh Food Markets, Inc.	Case No. 23829/59	Rent Related Litigation	Delaware Superior Court - New Castle County	Pending
Pathmark	HR1/North Bergen LLC v. Pathmark	Case No. LT -HUD-16509-10 23829/	Rent Related Litigation	New Jersey Superior Court - Hudson	Pending
The Great Atlantic & Pacific Tea Company, Inc.	K.M.C. Associates LLC v. A&P	Case No. BER-L-6378-10 23829/39	Rent Related Litigation	New Jersey Superior Court - Bergen	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Marlboro Plaza Associates, LLC v. A&P	Case No. 23829/62	Rent Related Litigation	New Jersey Superior Court - Monmouth	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Marlboro Plaza Associates, LLC v. A&P	Case No. 23829/62	Rent Related Litigation	New Jersey Superior Court - Special Civil Part - Monmouth	Pending
The Great Atlantic & Pacific Tea Company, Inc.	OTR Associates v. Pathmark Stores, Inc. and A&P	Case No. L-7165-10 23829/60	Rent Related Litigation	New Jersey Superior (Law Division) - Middlesex	Pending
The Great Atlantic & Pacific Tea Company, Inc.	OTR Associates v. Pathmark Stores, Inc. and A&P	Case No. LT-9511-10	Rent Related Litigation	New Jersey Superior (Special Civil Part) - Middlesex	Pending

Debtor Entity(ies)	Name of Case	Case Number	Type of Proceeding	Court and Location	Status
The Great Atlantic & Pacific Tea Company, Inc.	Plainfield Associates v. A&P	Case No. LT-23829/53	Rent Related Litigation	New Jersey Superior Court - Middlesex	Pending
Pathmark	Riveroak/Cofinance-Carteret LLC v. Pathmark	Case No. MID-L-6556-10 23829/30	Rent Related Litigation	New Jersey Superior - Middlesex Hyland, J.	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Woodbridge Realty Assoc., LLC v. A&P	Case No. MID-L-7561-10	Rent Related Litigation	New Jersey Superior Court - Law Division - Middlesex	Pending
The Great Atlantic & Pacific Tea Company, Inc.	50820 Schoenherr Road Associates LLC vs. Great Atlantic & Pacific Tea Co., Inc.	Case No. 24C10005484	Rent Related Litigation	Baltimore City Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Hill Management Services, Inc. vs. The Great Atlantic & Pacific Tea Company, Inc.	Case No. 12C100003589	Rent Related Litigation	Harford County Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	LDG, Inc. v. The Great Atlantic & Pacific Team Company, Inc.	Case No. 34246	Rent Related Litigation	Montgomery County District Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	DRR, LLC v. A&P	Case No. 10C-10-012 (RCC)	Rent Related Litigation	Delaware Superior Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Coventry Retail GP LLC v. A&P	Case No. 10-12413	Rent Related Litigation	Chester County Court of Common Pleas	Pending
Kohl's Food Stores, Inc. and The Great Atlantic & Pacific Tea Company, Inc.	Roundy's Supermarkets, Inc. v. Kohl's Food Stores, Inc. and The Great Atlantic & Pacific Tea Company, Inc.	Case No. 10-cv-015815	Rent Related Litigation		Pending
Borman's and The Great Atlantic & Pacific Tea Company, Inc.	Ashley Livonia A&P, LLC & GE Commercial Finance Business Property Corporation v. Borman's and A&P	Case No. 10-007576-CK	Rent Related Litigation	Wayne County Circuit Court	Pending
Borman's and The Great Atlantic & Pacific Tea Company, Inc.	Chesterfield Development Company, LLC v. Borman's and A&P	Case No. 2:10-cv-13601	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
Borman's and The Great Atlantic & Pacific Tea Company, Inc.	Forum At Gateways, LLC v Borman's and A&P	Case No. 2:10-cv-13292	Rent Related Litigation	United States District Court, Eastern District of Michigan	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Real Estate Strategies Group, LLC v. A&P	Case No. 10-009547-CK	Rent Related Litigation	Wayne Circuit Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Ron Marshall v. A&P	NA	Breach of Contract	AAA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Officemax, Inc. v. A&P, Sam Martin, Carter Knox and Paul Hertz	NA	Breach of Contract	Illinois State Court (Dupage County)	Pending
Pathmark Stores, Inc.	Blotta, et al v. Pathmark Stores, Inc.	NA	NA	NY Supreme Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Eric Claus v. A&P	NA	Breach of Contract	AAA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Manuel Rodriguez	NA	General Liability	NA	Pending



Debtor Entity(ies)	Name of Case	Case Number	Type of Proceeding	Court and Location	Status
The Great Atlantic & Pacific Tea Company, Inc.	Joan Depamphilis	NA	General Liability	NA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Sophie Barbarone	NA	General Liability	NA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Valerie Gardner	NA	General Liability	NA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Michelle Harvey	NA	General Liability	NA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Gale Hamilton	NA	General Liability	NA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Marie Eugene	NA	General Liability	NA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Vanessa McClain	NA	General Liability	NA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Lane Construction v. A&P	NA	Breach of Contract	AAA	Pending
The Great Atlantic & Pacific Tea Company, Inc.	Manhattan Square Limited Partnership v. The Great Atlantic & Pacific Tea Company, Inc.	NA	Lease Dispute	Louisiana State Court	Pending
Super Fresh Food Markets, Inc.	MBR Realty Limited Partnership v. Super Fresh	NA	Breach of Contract	Philadelphia Court of Common Pleas	Pending
The Great Atlantic & Pacific Tea Company, Inc.; Bormans, Inc.; Farmer Jack's of Ohio, Inc.	Pinetree Properties, L.L.C.. v. A&P, Borman's, Inc., FJ	NA	Lease Dispute	Michigan State Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	West Milford LLC v. A&P	NA	Breach of Contract	New Jersey Superior Court	Pending
Pathmark Stores, Inc.	CPS Operating Co., LLC v. Pathmark Stores, Inc.	NA	Development Deal Dispute	New York Supreme Court	Pending
Pathmark Stores, Inc.; The Great Atlantic & Pacific Tea Company, Inc.	Renaissance at Schank Road, LLC v. Pathmark Stores, Inc., A&P, et al.	NA	Environmental	New Jersey Superior Court	Pending
The Great Atlantic & Pacific Tea Company, Inc.	New Jersey Schools Development Authority v. A&P, et al.	NA	Environmental	New Jersey Superior Court	Pending
Super Fresh/Sav-a-Center, Inc.; The Great Atlantic & Pacific Tea Company, Inc.	Quintessa Huey and Caryn Fong, as Trustees of the Huey & Fong Trust, and Amy Huey as Trustee of the Kenneth Huey Family Trust v. Super Fresh/Sav-a-Center, Inc., The Great Atlantic & Pacific Tea Co., Lexington Insurance Co., Commonwealth Insurance Co., Lloyds of London Companies, and Continental Casualty Co.	NA	Lease Dispute	United States District Court for Eastern District of Louisiana	Pending

**Schedule 9**

**Senior Management**

Pursuant to Local Rule 1007-2(a)(12), the following provides the names of the individuals who comprise the Debtors' existing senior management, a description of their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.

<b>Name / Position</b>	<b>Experience / Responsibilities</b>
Samuel Martin President & Chief Executive Officer	Mr. Martin joined A&P as President and Chief Executive Officer in July 2010. He previously served as Executive Vice President and Chief Operating Officer of OfficeMax since September 2007. Prior to joining OfficeMax, Mr. Martin served as Senior Vice President of Operations for Wild Oats Markets, Inc.
Frederic F. Brace Chief Administrative Officer	Mr. Brace is the Chief Administrative and Chief Restructuring Officer of A&P. He served as a director of A&P from August 4, 2009 until his appointment as Chief Administrative Officer in August 2010. He previously served in various capacities as an executive officer of UAL Corp., the parent corporation of United Air Lines until 2008. In particular, he served as UAL's Chief Restructuring Officer during its successful chapter 11 reorganization, which began in December 2002 and concluded in February 2006.
Brenda M. Galgano Senior Vice President and Chief Financial Officer	Ms. Galgano, CPA, was appointed Senior Vice President and Chief Financial Officer in November 2005 and in February 2010 was also appointed Treasurer.
Christopher McGarry Senior Vice President, General Counsel & Secretary	Mr. McGarry was appointed Senior Vice President, General Counsel and Secretary on October 7, 2009. Mr. McGarry joined A&P in March 2006 as Vice President of Legal Services and also served as Legal Compliance Officer and Assistant Secretary for A&P.

**Schedule 10**

**Payroll**

Pursuant to Local Rule 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors, and stockholders) and the estimated amount to be paid to officers, stockholders, directors, and financial and business consultants retained by the Debtors, for the 30-day period following the filing of the chapter 11 petitions.

<b>Payments to Employees (Not Including Officers, Directors and Stockholders)</b>	\$68.27 million
<b>Payments to Officers</b>	\$318,000 <sup>1</sup>
<b>Payments to Financial and Business Consultants</b>	\$3.05 million

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<sup>1</sup> This includes the amount proposed to be paid to officers for services for the 30-day period following the Commencement Date. The Debtors will provide supplemental information regarding the amount proposed to be paid to directors to the U.S. Trustee and to any other party upon reasonable request to the Debtors' counsel.

**Schedule 11**

**Cash Receipts and Disbursements,  
Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Pursuant to Local Rule 1007-2(b)(3), the following provides, for the 30-day period following the filing of the chapter 11 petition, the estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

<b>Cash Receipts</b>	\$617.1 million
<b>Cash Disbursements</b>	\$662.9 million
<b>Net Cash Loss</b>	\$45.8 million
<b>Unpaid Obligations</b>	\$131 million
<b>Unpaid Receivables</b>	\$147 million